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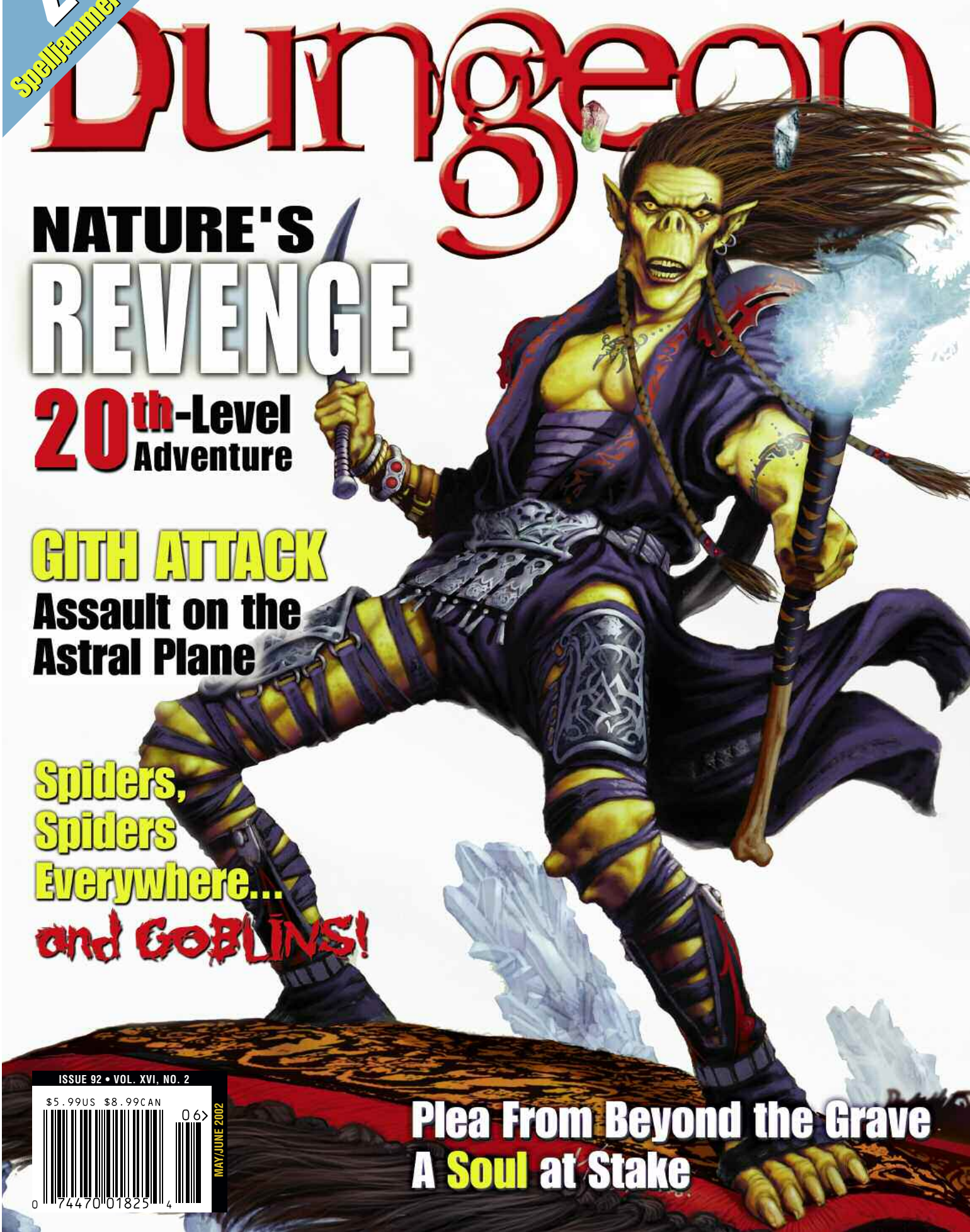

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"Power, like a desolating pestilence,
Pollutes whate'er it touches; and obedience,
Bane of all genius, virtue, freedom, truth,
Makes slaves of men, and of the human frame
A mechanized automaton."

—**Percy Bysshe Shelley,**
Queen Mab. iii.

COVER

In the silvery void of the Astral Plane, Kurluth the githyanki sets forth to destroy anyone who dares uncover his mystic secrets. Artist Marc Sasso reveals the danger awaiting the unwary "Interlopers of Ruun-Khazai."

MY MENTOR

I started playing D&D at the tender age of five: My brother was the DM, and he needed players. Unfortunately, my mother, with our best interests at heart, was caught up in the frenzy of anti-D&D sentiment running rampant in the early- to mid-eighties, and she ended up burning all our books. (Just so you know, she's not so wacky now.) Roleplaying games dropped off my radar until I was sixteen.

My mom also doesn't care much for board games of any sort; it was one of the few things she declined to do with my brother and I. And after the D&D episode, my brother—four years my senior—found that his friends were amenable to board games, and he happily excluded me from such activities, not that I blame him.

So where was a junior would-be gamer to get his fix? Well, my grandparents lived right next door to us when I was growing up. If I got bored, chances were, that's where I'd head. And grandpa, no matter what he was doing (usually napping), would sit up and play a board game with me if I so desired. We played everything he had in his closet—Monopoly, Sorry, Mille Bournes, Yahtzee, Cribbage, and others. He even let me cheat (and boy, did I) and never said a word. Through these game sessions, we bonded; it was, in fact, "the thing" I had in common with my grandfather that helped us tolerate each other when I was in my butthead teen years.

Over the course of my childhood, it became standard practice for me to head to grandpa's after school and play a quick game with him until I was about fourteen. When I was re-exposed to roleplaying and "fancy" board gaming in high school and college, it was a natural step, and I quickly became infatuated with all types of games.

On February 8, 2002, my grandfather passed away at the age of 87. It was one of those moments in life—the closing of a chapter—that gets you thinking about other things. But that's not what this editorial is about.

Naturally, after his death, I found myself thinking about when I was growing up and the shared experiences that defined my relationship with my grandfather. I discovered something that really surprised me, which was simply this: My grandfather, who'd never heard of roleplaying games, let alone D&D, made me a gamer. My days of playing board games in grandpa's living room eventually led to now, where I'm the editor of one of the coolest gaming magazines in the world. Crazy.

So here's my challenge and question for you: Who was your gaming mentor? Alternatively, who have you mentored? It's not a big thing, and it's certainly not an earth-shattering thing. But take a moment and think about that person and the bond forged between you by a shared hobby. Maybe call them up and ask them to a game; believe me, it's worth your time. At the very least, pull out one of those old games that got you started as a gamer and give it a whirl for old times sake.

Now if I could only find my Yahtzee set . . .

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Dungeon

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LETTERS

Tell us what you think of this issue's adventures. Write to:
Letters, *Dungeon Magazine*, 1801 Lind Avenue S.W.,
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OUT-OF-PRINT? NO MORE!

Having never read Polyhedron before, I was surprised and impressed with the quality of the *Pulp Heroes* game, published in conjunction with Issue #90 of Dungeon. Seeing that you plan to continue publishing new mini-games, I just had to ask: Is there any chance that they will use the space to re-visit classic, out-of-print TSR/Wizards of the Coast games? I would love to see d20 versions of Gamma World, Star Frontiers, or even the Alternity game worlds of Star*Drive and Dark•Matter. For that matter, a d20 version of the Marvel Super Heroes game would be great. Any chance we might see some of the above?

Patrick Barrett
Garland, TX

CHEERS FOR ISSUE #90

I'll be blunt. Dungeon Issue #90 was nothing short of a tour de force.

On the balance, I can usually cull one, maybe two adventures from a particular issue that are in line with my tastes as a GM. Not that I begrudge or bemoan whatever else is in the issue. Considering the wide range of tastes out there, I am impressed that even one adventure in any given issue is up my particular alley.

My perusal of #90 began auspiciously. I read J.C. Alvarez's first (?!) publication and immediately knew I was in competent hands. The author truly has a talent for imbuing what could be a droll recitation of stats and sites with marvelously evocative and nuanced details. I look forward to all future tales that Mr. Alvarez is wont to weave.

Moving on to "Totentanz," I was further delighted to find a plot with a twist that was genuinely unique and not self-serving. So many writers desperately in need of something to distinguish their mediocrity artificially superimpose an arbitrary plot twist on their story. The eerie Totentanz dance was neither silly nor superfluous.

I turned to "Prey For Tyrinth" already figuring I had exceeded my semi-monthly quota of Vitamins R, P, and G, only to find even more juicy adventure goodness. As adventurettes go, "Prey for Tyrinth" is uncommonly versatile, packed with more atmosphere than you would think possible in five short pages.

It was around this point that I came to the realization that I was in possession of an extraordinary issue of Dungeon. *Then* you guys hit me with both barrels. "Tears For Twilight Hollow" is not only an adventure, but one of those pivotal tales that can serve as an introduction to a permanent base for those mid-level characters who are at the point where they are ready to dig in and fortify against a future of high-level campaigns. Ms. McCoy and Mr. Perkins should take my praise to heart, because I am not usually fond of event-driven adventures. They are difficult to balance and often under-playtested. Many authors fail to enumerate all the considerations that should go into triggering an event, thus creating an environment where the PCs can easily and inadvertently derail the story. "Tears" should stand as a textbook case of how to hybridize a site-based adventure with an event-based adventure to create something pre-eminently playable.

Oh yeah, I almost forgot—the Polyhedron flip-side kicked butt, too.

So my question to you folks at Dungeon is, did you know when you were putting #90 together that you had something special? I mean, even the Beatles tooling around in the studio in '65 knew this Sgt. Pepper thing was going to blow the minds of a generation. Writ small, is this what was going on over there in the Editor's office?

Tell the back issues department to stock up on this one; it's an instant collectable.

David Neuschulz
Chatham, New Jersey

The Beatles we are not. We simply did in Issue #90 what we try to do in every issue: Provide the best quality content for a reasonable price. We're happy you enjoyed the issue and hope those that follow live up to the standard.

TABLOID REVENGE

I have been a subscriber for nearly four years and I am troubled by the recent trend of the taglines on the cover of *Dungeon Magazine*. For instance, the cover of Issue #84 proclaimed "Drow Declare War on Humanity," an interesting teaser that had me leaping to read the adventure. The adventure however, had nothing to do with the drow "declaring war" on humanity! The line on the cover was obviously a lie meant to entice someone into buying the magazine. Nor is this an isolated problem. On Issue #88 for example, the cover reads "Ancient Keep Doorway to Lost Empire." If you're referring to Netheril, the portal system might have been their creation, but it doesn't lead to anything like a lost empire. Now I understand that *Dungeon* wants more readers, and that the truth might occasionally have to be stretched, but I don't think outright lying is permissible, especially when making a promise to us, the readers. Frankly, I felt cheated by the deception.

Roman Goerss
Glendale, AZ

We knew we were stretching the line between fact and fiction a bit when we started using the tabloid-style cover lines with Issue #82. But part of the humor involved in seeing those infamous headlines in the grocery store checkout line is the absurdity of them. Thus, a line like "Drow Declare War on Humanity" is a stretch, but Laveth did indeed invade the Material Plane in her search for a suitable sacrifice, and the PCs begin the adventure under the assumption that some force from the Abyss has it in for some power on the Prime. If you were upset by that or other leaps of imagination, we apologize . . . but read that adventure. It rocks!

D&D SAVED MY LIFE

I know it sounds corny but it's true. Allow me to spin you a small tale if you will:

I was in bed with what I believed to be the flu, laying there on gaming Sunday with a few hours left until the game. I'd already called to say I would probably not make it. I awoke from a nap later, feeling a bit better, so I gathered my things and off to the game I went. It was a mostly roleplay session that night, where the party would be divided, so I sat around chatting with friends most of the night. My session was last, and we had just finished it when I sat down and passed out. After being revived by my friends (to whom I now owe my life—am I gonna have to provide food at every game from now on, or what?), I spoke with the ambulance drivers who had just arrived and told them I was feeling better. I thought it was probably just dehydration, so I drank some water and thought I'd be fine, only to pass out again once they had made it out the door. After a trip to the hospital, I was diagnosed with a bleeding ulcer that had been bleeding for nearly four days, (the flu symptoms were caused from blood loss). The next day, after I'd been given some fresh blood and a quick surgery to close the hole in my stomach, I was starting to feel a bit better.

So a few days later, I'm back on my feet, and I realize that had I not gone to play D&D with my friends that evening, I would have passed out in my bed, unknown to everyone, and bled to death. Morbid, yes. True, yes. So this is how D&D, and more to the point, close friends who I enjoy playing with so much that I braved the flu to play, saved my life.

Oh, and I really liked Issue #89. I will soon run "Headless" from that issue for my regular party.

Patrick Mason
Via Email

We think the lesson here is clear: Play more D&D! Seriously, Patrick, we're glad you're doing better. And kudos to your friends for being there when you needed them!

THUMBS WAY UP

Issue #91 was superb. Six adventures for that price is incredible! The adventures were all excellent. I especially liked "The Rock and the Hard Place." A great encounter, it works for hack-and-slashers and puzzle solvers alike. "Challenge of Champions IV" was great fun to read. "Kambranex's Machinations" was absolutely horrible, which is why I like it. I can't imagine our party surviving that dungeon without at least two people getting mechanized.

Personally, I think that "Critical Threats" are as good as "Maps of Mystery" (this makes it very good). The ones in Issue #91 were both good, but my favorite is "The Vortex." In my campaign, the vortex is an arcane creation that drains the magic of anyone or anything that falls or is cast in. An evil mage plans to use this power to wreak his vengeance upon his hometown, which exiled him for blasting a rival in a fit of anger. Kudos to Christopher West!

Joe Carothers
Via Email

How many times do we have to tell people not to praise our artists and cartographers. Keep it up and they'll ask for raises. Sheesh!

KENNON IS DA BOMB, YO!

Just wanted to let you fine folks at *Dungeon Magazine* know that I recently subscribed to your magazine and received the first issue of that subscription.

I really loved the piece of artwork from Kennon James. The two groups of adventurers looked really cool. (Was that a gnome bard with ioun stones floating around his head? Cool!) I will probably use "Challenge of Champions IV" as a starting point for my new campaign. (I'm currently working on world-building as I type, more or less.) I believe that this adventure will work out perfectly as a "bring the characters together" hook. Everyone involved with your magazine is doing a superb job. Keep it up! I look forward to the next issue.

Dean Siemsen
Via Email

What's a poor editor on a budget to do. Oh well, such praise is well deserved. Kennon and Kyle both did a masterful job with "Challenge of Champions IV," and we can't wait to see the next piece from either of them.

KEEN ON MINI-GAMES

Issue #91 convinced me of something #90 already made me suspect: The POLYHEDRON mini-games rock! Although I saw little (personal) use for the *Pulp Heroes* game, I knew it was only a matter of time before one that struck my fancy came out, and *Shadow Chasers* is the first. I do have a couple questions, though. First, who designs the mini-games? Do you have to be a part of the POLYHEDRON staff, a member of some elite group, or are there guidelines for readers who would like to submit a mini-game of their own creation? What if I (or someone else) wanted to write a DUNGEON adventure for a mini-game? Do the standard guidelines apply, or will the adventure be set aside if it is not D&D?

Now, a rules question about *Shadow Chasers:* According to the rules, a character's Wounds are equal to his Con score. Is this his current Con score, or his original score? For example, if a character takes Con damage, do his Wounds drop at the same time? What if the Con score is permanently altered, such as by the ability score increase every four levels?

Kurtis Black
Nelson, B.C., Canada

The first few POLYHEDRON *mini-games are designed by members of the RPG R&D staff here at Wizards of the Coast. Mini-games give the staff a chance to tweak the rules to their hearts' content in genres that probably wouldn't sell a trillion hardcover books, but which make for a few interesting game sessions, at the very least. There's certainly no reason why other folks can't get in on the action, though, by sending a query to* **polyhedron@wizards.com**. *Look to these pages for some* POLYHEDRON *writing guidelines, which are currently in the works.*

But enough about Poly. Let's talk about wounds. Your wounds total is equal to your Constitution at the time. If you lose Constitution, you also lose wounds. If you add a point to Constitution by going up a level, you also get a wound point out of the deal.

TOKEN REMARKS

Another fine job, although I really missed the monster tokens in this issue. You know, if you put tokens in their own section of the DUNGEON website, we could piece together our own hoardes of monsters and print them out on cardstock from the local stationary store.

As for Mr. Adkison's desire for other "utility" tiles, I'd suggest using a mapping package like Dungeon Crafter (http://www.dungeoncrafter.com) or Auto-Realm (http://gryc.ws/autorealm.htm) to create the desired templates and then print them out on transparency films, again from the local office supply store and far cheaper than supporting Games Workshop! If you want them a bit more rigid than simple transparencies, you can have them laminated or even buy a sheet of thin plexiglass and glue them to that. If cardstock tokens are preferred, use cardstock in the printer.

I find the current format to be a vast improvement over some of the more unorthodox layouts touted in earlier issues. I do have to say, however, that it certainly gives an issue of DUNGEON a +10 Circumstance bonus to Hide checks when left lying open on my desk! As for the back-to-back "flipside" magazines, I instinctively thumbed through to see if you had divided the two by placing the stiffer subscription cards' tear-away page between them. It was actually the reader's survey and was only one page off. If it is an easily adjustable feature, I'd recommend moving the survey (if you make it a regular item) or the subscription cards to use as the "separator" between POLYHEDRON and DUNGEON—and possibly defuse Mr. deMorris and others of similar persuasion. Granted, I did almost buy two copies off the bookstore rack, thinking the POLYHEDRON cover was actually a new product. Maybe I should just subscribe and eliminate that particular confusion.

Michael McNeill
Via Email

The card stock sub cards and surveys have to placed between 32-page signatures in the magazine. It's a printing thing. Oh, and do subscribe. It makes us warm and tingly.

"Letters" continued on page 65

INTERLOPERS OF RUUN-KHAZAI

BY DAVID NOONAN

ARTWORK BY MARC SASSO · CARTOGRAPHY BY CHRISTOPHER WEST

Magic Items · Monsters · NPCs · Objects · Settlements · Traps

"Are they your men?" asked Georg. "Are they your men?" he repeated impatiently as Ulrich did not answer.

"No," said Ulrich with a laugh, the idiotic chattering laugh of a man unstrung with hideous fear.

"Who are they?" asked Georg quickly, straining his eyes to see what the other would gladly not have seen.

"Wolves."

—H.H. Munro, "The Interlopers"

"Interlopers of Ruun-Khazai" is suitable for four 13th-level player characters. Characters who survive will advance to 14th level near the adventure's conclusion. Adjust the adventure as you see fit if you wish to play it with a larger, smaller, higher-level, or lower-level group. Many of the antagonists are creatures with classes, so the easiest way to adjust the overall difficulty of the adventure is to increase or decrease their levels. See the "Scaling the Adventure" sidebar for more ideas on adjusting the challenge level of the module.

"Interlopers of Ruun-Khazai" takes characters to a long-lost githyanki outpost on the Astral Plane rumored to hold powerful magic. Shortly after they arrive, githyanki and githzerai war bands arrive to claim the outpost for themselves. Only after the battle begins do the three groups learn that Ruun-Khazai's original owners don't like trespassers.

PREPARATION

You need a copy of the *Player's Handbook*, the *Dungeon Master's Guide*, and the *Monster Manual* to use this adventure. "Interlopers of Ruun-Khazai" introduces concepts from *Manual of the Planes* and *Stronghold Builder's Guide*, but they aren't required to play the adventure. Content pulled from those two sources is reprinted here for your convenience when necessary.

Text that appears in shaded boxes is player information, which you can read aloud or paraphrase when appropriate. Unshaded boxes contain important information for you, including special instructions. Complete monster and NPC statistics are provided with each encounter where appropriate.

"Interlopers of Ruun-Khazai" is a site-based adventure, but many of the opponents move from area to area. A timeline sidebar indicates how the various factions move around Ruun-Khazai, but the characters' actions eventually disrupt this sequence of events. Because the situation around the outpost is so fluid, you'll want to give a lot of thought to how the three NPC factions react to one another and to the player characters.

BACKGROUND

More than a century ago, a githyanki wizard named Karluth grew in power by performing a series of arcane experiments in the Astral Plane outpost of Ruun-Khazai. In time, he even started to experiment with eldritch power forbidden by the lich-queen

who rules the githyanki—and all githyanki know the fate of any who attain 17th level: Their essence becomes a meal for the lich-queen.

Encouraged by his paramour, a powerful succubus, Karluth decided to place himself and his fortress beyond the lich-queen's reach. By tricking the other residents of the Ruun-Khazai into sacrificing themselves in an arcane ritual, Karluth conjured forth a powerful astral storm that would drive insane anyone who tried to penetrate its howling winds. But Ruun-Khazai itself remained safe in the eye of the astral hurricane Karluth created. The wizard then retreated into his study, seeking a deific patron who could further protect him from the lich-queen's wrath. The lich-queen—and by extension githyanki society at large—presumed all of Ruun-Khazai lost to the astral storm.

Now, a century later, the astral storm is spent, and Karluth lacks the sacrificial victims necessary to reconjure it. So he hides in the heart of Ruun-Khazai, hoping to remain undiscovered and perhaps gather unsuspecting victims for another storm- summoning ritual. But others have noticed the return of Ruun-Khazai from the astral mists. The githyanki are eager to re-establish a military presence there, and githzerai raiders will try to take the fortress for themselves. To this volatile mix come the player characters, eager to explore the coveted secrets of the outpost and perhaps establish a permanent base on the Astral Plane.

ADVENTURE SYNOPSIS

The characters arrive at Ruun-Khazai and begin exploring the nearest structure, the ruined Sanctum Dome. As they're doing so, they see an astral brig arrive at the four towers, escorted by githyanki astride red dragons. Meanwhile, a githzerai raiding party takes control of a pyramid structure on the other side of the outpost. The three factions (player characters, githyanki, and githzerai) fight a series of battles at the three structures or in the no-man's-land between them.

When the three groups are weakened by such battles, they learn that Ruun-Khazai is far from deserted. The rebel githyanki wizard who still controls the outpost attacks all of the intruders, and the player characters must defeat him and his allies if they are to take control of Ruun-Khazai and learn its secrets.

CHARACTER HOOKS

Ruun-Khazai is a treasure in itself—a powerful fortress that's apparently vacant. Furthermore, by 13th level, many characters have finely honed exploration instincts. If the characters in your ongoing campaign need a more specific reason to visit Ruun-Khazai, you can try the following:

• The characters find lore (perhaps an old map or a footnote in a spellbook) indicating that Ruun-Khazai holds one or more powerful magic items. Karluth's spellbook is a treasure trove for nearly any wizard—especially because it might have the *summon astral storm* spell in it.

• Another item in Karluth's hoard is a powerful magic sword, *Fedifensor*. This sword, crafted long ago on the Material Plane, has passed back and forth between the githyanki and various good-aligned adventurers for years. It's been in Ruun-Khazai for a century, but with the dispersal of the astral storm, magic divinations for it are more fruitful. Someone on the Material Plane might want the sword back and send the characters to retrieve it.

• Some effects, such as psychic storms, botched *teleports*, and broken *staffs of power*, can send characters to a random spot on the Astral Plane. Such an event could put them in the vicinity of Ruun-Khazai

ASTRAL PLANE TRAITS

The Astral Plane is an infinite void that binds the planes together. Suspended in the silvery nothingness are huge chunks of rock such as Ruun-Khazai, and on these places the githyanki make their homes.

The Astral Plane has the following traits:

• No Gravity. You can move through the empty void of the Astral Plane by pure thought at a speed of 10 feet per point of Intelligence. (Creatures without Intelligence, such as golems, cannot move through the Astral void unless they are pushed.) However, Ruun-Khazai has its own local gravity field that extends for a half-mile in every direction. Within its pull, gravity works just like it does on the Material Plane.

• Timeless. Age, hunger, thirst, poison, and natural healing don't function in the Astral Plane but resume functioning when the traveler leaves the Astral Plane.

• Enhanced Magic: All spells and spell-like abilities used within the Astral Plane are employed as though they were improved by the Quicken Spell feat. Already quickened spells and spell-like abilities are unaffected, as are spells from magic items. Spells so quickened are still prepared and cast at their unmodified level. As with the Quicken Spell feat, only one quickened spell can be cast per round. Sorcerers and bards can take advantage of the enhanced magic of the plane, even though they cannot ordinarily use quickened spells.

• No Elemental or Energy Traits: Some small regions of the plane may have one or more of these traits, but the plane as a whole—and specifically Ruun-Khazai—does not.

RUUN-KHAZAI RESEARCH RESULTS

DC	Information
20	Ruun-Khazai means "gray-stone hand" in Githyanki. It's a location of some sort, mentioned briefly (with no further details) in the account of an escaped slave of the githyanki, *Zaaloth's Letters,* centuries ago.
25	*The Green Book of Oriel the Wanderer* refers to Ruun-Khazai as a githyanki fortress large enough to hold about two hundred troops, including dragon-riders. It was swallowed by a massive psychic storm on the Astral Plane about a hundred years ago.
30	A powerful githyanki wizard named Karluth the Grim built Ruun-Khazai and ran it as his personal fiefdom. Far from other settlements, the stronghold received few visitors, says the *Annals of the Unseen,* and received no relief from the rest of the githyanki army when it was besieged by githzerai for nearly a year. Ruun-Khazai eventually wore out the besieging forces.
35	A description of Karluth in *Baerath's History of the Gith Peoples* notes that he was never without his consort, "Le'eska the Lovely." He visited the githyanki lich-queen's court about 150 years ago to display a recent acquisition, the greatsword *Fedifensor*. Many other githyanki coveted the sword, including thinly veiled proxies for the lich-queen herself, but Karluth returned with the sword to Ruun-Khazai.
40	Gorou Vivian's *Annotations to Baerath's Histories* says in a footnote: "Claims that the lich-queen conjured a psychic storm to destroy Ruun-Khazai because Karluth would not surrender *Fedifensor* cannot be taken seriously, for two reasons: The lich-queen's animosity toward Karluth runs much deeper than a fit of pique over a sword—Karluth was growing powerful enough for his soul to provide sustenance for the lich-queen. Furthermore, the lich-queen hasn't subsequently demonstrated the ability to control psychic storms, despite ample opportunities to do so in the intervening century."

just as the events of this adventure begin to unfold. So if your characters actually put the *portable hole* inside a *bag of holding*, you now have someplace specific to send them.

RESEARCHING RUUN-KHAZAI

Because the stronghold has been cut off from the rest of the multiverse for a hundred years, there isn't a lot of information available about it. But characters employing bardic knowledge or Knowledge (the planes) might be able to learn the basics about Karluth's fortress. Consult the "Ruun-Khazai Research Results" table; every result includes the information gained from lower DCs.

GETTING TO RUUN-KHAZAI

The easiest way for characters to get to Ruun-Khazai is to *plane shift* to the Astral Plane, then *teleport without error* to Ruun-Khazai. Adventurers who do so arrive near the Sanctum Dome. Natural portals such as astral color pools are plentiful in the general vicinity of Ruun-Khazai, although none exist within more than a mile or so of the fortress.

It's also a simple matter to add an interplanar portal from the Material Plane to the Sanctum Dome if that fits the needs of your ongoing campaign. Karluth might have constructed such a portal before he put

SCALING THE ADVENTURE

"Interlopers of Ruun-Khazai" is designed for 13th-level PCs. The adventure is already plenty challenging for such characters, especially the final encounter with Karluth, but given the nature of the "empty room adventure," it's fairly easy to provide the PCs with a challenge yet not overwhelm them with powerful foes. For lower-level or smaller groups, feel free to stretch the timeline to allow the PCs more time to rest between encounters.

9th- to 10th-level PCs: Run the adventure as written, but with the following changes.

- Reduce the levels (or Hit Dice) of all unnamed NPCs (like the githyanki and githzerai squads) so they remain 4–5 levels below the party's level. Reduce the levels (or Hit Dice) of named NPCs so they remain at or just above the party's level. Make Karluth an 12th-level wizard/1st-level cleric.
- Remove one or two of the CR 9 or 10 traps and replace them with less taxing encounters (CR 7 traps would work, as would less-threatening monster encounters).
- Leave the two devourers wandering the surface of Ruun-Khazai, but have the PCs encounter them singly.

11th- to 12th-level PCs: Run the adventure with the changes described above, but with the following changes.

- Make Karluth a 13th-level wizard/2nd-level cleric.
- Leave the traps in the adventure as originally written.
- Let the PCs encounter the devourers as originally written.

Higher-level or larger parties should be able to handle the pace of the adventure much more than lower-level or smaller groups. Feel free to shorten the timeline of events if the PCs aren't sufficiently challenged, or don't allow them as much time to rest. You can also make sure that Karluth pays the PCs more visits than the other factions in Ruun-Khazai.

14th-level and higher PCs: Run the adventure as written but with the following additional changes.

- Increase the levels of unnamed NPCs so they remain 4–5 levels beneath the PCs. Increase the level of named NPCs so they remain at or just above the party's level. Keep Karluth 3–4 levels higher than the party's level.
- Add more traps to the Sanctum Dome.

Remember that changing the Encounter Levels should raise or lower the amount of treasure. Consult page 170 in the *Dungeon Master's Guide* (**Tables 7-2**, **7-3**, and **7-4**) to determine treasure appropriate to the new encounters.

Ruun-Khazai into the eye of a psychic storm—after all, he had more reason than most githyanki to surreptitiously travel to the Material Plane.

RUUN-KHAZAI TIMELINE

The timeline provided on the next page describes how the other three factions on Ruun-Khazai (the githyanki, the githzerai, and Karluth) interact now that the psychic storm no longer swirls around the stronghold. This timeline doesn't account for the characters' actions, and it's likely that they eventually derail this schedule. For example, if the PCs deal the githzerai force a telling blow within 2 hours after their arrival, the surviving githzerai probably hole up in the Pyramid of the Sublime rather than move across Ruun-Khazai to attack the githyanki 2 hours and 45 minutes after the PCs' arrival.

If the characters do not interfere, the githyanki and the githzerai arrive on opposite sides of Ruun-Khazai shortly after the characters do. They spend the first 2 hours on Ruun-Khazai exploring nearby structures. Eventually, the githzerai attack a githyanki contingent near the middle of Ruun-Khazai. They meet with initial success, but the intervention of githyanki blackguards mounted on dragons drives them off.

All this time, Karluth has been using *clairvoyance* to observe events on the surface of Ruun-Khazai. After this major battle (or after the first major battle of any kind on the surface), he starts preparing spells, then tries to wipe out whichever faction looks weakest, retreating before his foes can mount a serious counteroffensive. Karluth then turns his attention from faction to faction, attacking each in turn.

The Astral Plane is a timeless, silvery void with neither sunrise nor sunset. For simplicity, the "Events at Ruun-Khazai" timeline (see below) tracks events in minutes and hours from when the PCs first arrive at the stronghold. Adjust the timeline to suit the needs of your campaign.

OVERVIEW OF RUUN-KHAZAI

Ruun-Khazai is a half-mile-long planetoid floating serenely in the depths of Astral space. It has five main encounter areas.

Four Towers: Originally the barracks for Karluth's army, these towers on the "north" end of Ruun-Khazai are first reached by a githyanki task force sent to explore the rediscovered stronghold. All four towers are identical. The astral brig that serves as the githyanki task force's command center remains docked here throughout the adventure.

Sanctum Dome: The characters from the Material Plane probably start the adventure by exploring the Sanctum Dome on the "west" edge of Ruun-

EVENTS IN RUUN-KHAZAI

Time Elapsed	Event
0	Characters arrive at Ruun-Khazai's Sanctum Dome.
5 minutes	Githyanki astral brig visible near Ruun-Khazai's Four Towers.
6 minutes	Astral brig comes under fire from Four Towers, returns same.
10 minutes	Astral brig docks at Four Towers. Githyanki first squad begins exploring Four Towers.
15 minutes	Gate from Limbo delivers githzerai raiders. They begin exploring ruined Pyramid of the Sublime.
35 minutes	Githyanki second squad reaches Sanctum Dome. After exploring it briefly, they return to the Four Towers. If they confront the characters, they'll retreat rather than risk serious casualties.
1 hour	Githyanki loyalists secure Four Towers. First Squad sets watch in Tower B while the cavalry alights atop Tower C.
1 hour, 10 min.	Githzerai raiders secure Pyramid rubble and begin unearthing tunnel entrance. They send hellcat scouts to explore surface of Ruun-Khazai.
1 hour, 30 min.	Githyanki Commander Madivh and second squad move toward Quartz Grotto.
2 hours	Githyanki arrive at Quartz Grotto.
2 hours, 30 min.	Hellcats discover githyanki presence, report same to githzerai raiders.
2 hours, 45 min.	Battle at Quartz Grotto begins. Githzerai pin down githyanki forces.
2 hours, 50 min.	Githyanki cavalry and dragons arrive at Quartz Grotto. Surviving githzerai retreat.
3 hours	All combatants retreat from Quartz Grotto.
3 hours, 15 min.	Karluth begins preparing spells.
3 hours, 30 min.	Karluth uses *clairvoyance* to choose a target, then launches an attack on the githzerai.
4 hours, 30 min.	Karluth attacks the githyanki at Four Towers. Survivors retreat to the astral brig.
8 hours, 15 min.	Remnant githzerai begin exploring passages leading to the heart of Ruun-Khazai.
12 hours, 30 min.	Githyanki task force (everyone but brig sailors) explores passages leading to the heart of Ruun-Khazai.
16 hours, 15 min.	Githyanki and githzerai meet in heart of Ruun-Khazai and attack each other.
16 hours, 20 min.	Karluth arrives and attacks both the githyanki and githzerai. He takes many gith prisoners.
24 hours	Astral brig sends distress signal and awaits further orders.
28 hours	Karluth attacks astral brig and drives it off.

Khazai. Originally the home of Ruun-Khazai's nonmilitary personnel, the Sanctum Dome is not without its perils or guardians.

Pyramid of the Sublime: The githzerai raiders arrive here and begin exploring what was originally Karluth's academy of wizardry. It's just rubble now, although the githzerai spend a lot of time picking through it to be sure.

Surface of the Planetoid: Rough obsidian lava rock dominates Ruun-Khazai's landscape, making overland travel across the surface of the planetoid difficult. Ridges reach 100 to 200 feet above Ruun-Khazai's surface, further impeding travel. Nestled in a deep central valley is a forest of strange crystalline structures. This crystal grotto is likely the site of a major battle among the factions (set to occur 2 hours and 45 minutes after the PCs arrive).

Heart of Ruun-Khazai: Karluth rarely ventures into the towers, dome, or pyramid. But a network of secret tunnels connects all of them to his subterranean living quarters. If the characters want to stop Karluth and take control of Ruun-Khazai, they have to venture here.

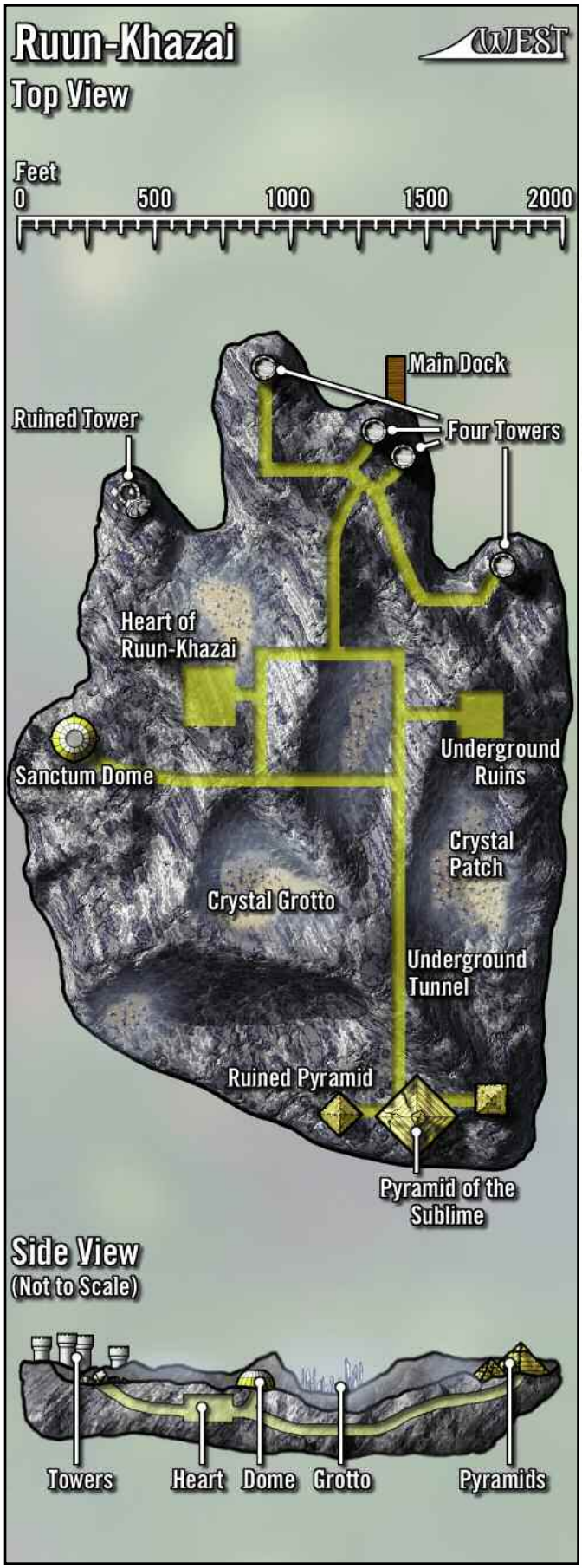
AN EMPTY-ROOM ADVENTURE

As you read the adventure, you'll realize that many of the rooms in Ruun-Khazai are deserted, with neither monsters nor treasure. That's intentional—the characters' foes move from place to place, exploring Ruun-Khazai just as the characters do.

Because every NPC could be encountered nearly anywhere, running "Interlopers of Ruun-Khazai" requires both preparation and improvisation on the part of the DM. You need to know the abilities of the NPCs like the back of your hand, because you might not know ahead of time the circumstances of the encounter. To run this adventure, you need to be sensitive to pacing. If the players start to lose enthusiasm for trudging through the rooms, have one of the factions attack them (or have the factions attack each other within earshot of the characters). "Just then, a githyanki kicks open the door" is almost never the wrong thing to say during this adventure.

If you need to, declare a 5-minute break from time to time. While the players are raiding the refrigerator, take the time to review the stat blocks of upcoming foes and figure out what the githyanki, githzerai, and Karluth are up to.

Remember that at its heart, the set-piece battles against smart, versatile foes are what your players will remember. When the characters use the exploding crystals to defeat the githyanki troopers,



only to see red dragons and githyanki blackguards diving out of the astral haze, milk it for all it's worth. Karluth in particular should just be a force of nature when the characters first encounter him.

SANCTUM DOME

If the characters *teleport* or use other magic to arrive at Ruun-Khazai, they'll show up within 50 feet of the west entrance of the Sanctum Dome. If they arrived simply by flying through the Astral Plane, they'll begin to feel the effects of Ruun-Khazai's local gravity at about the same time the Dome comes into view.

> Before you stands a 60-foot dome made of polished obsidian, its smooth surface broken only by iron shutters all around the building and large stained-glass windows along the south end that give off a soft glow. An iron portcullis guards the only obvious entrance directly in front of you. A pale blue flag with no insignia stirs in the astral breeze atop the dome, where there looks to be a small platform. You can see illumination coming from beyond the portcullis, although it looks like there's a black curtain draped across much of the passage leading into the dome.
>
> A few words in ornate gilt stretch across the threshold of the entrance.

If the characters can read Githyanki, they can easily translate the gilt words: "Welcome to the Sanctum Dome of Ruun-Khazai."

Unless the characters arrive completely invisible and make no sound while they investigate the Sanctum Dome, the animated ballistas (see below) attack right away.

STRONGHOLD FEATURES

Unless otherwise noted, the features of the Sanctum Dome are as follows:

Ceilings: Ceilings are 10 feet high throughout.

Walls, Floors, and Ceilings: Inside, they are constructed of thick reinforced masonry.

Interior Walls, Floors, and Ceilings: 2 ft. thick; hardness 8; hp 360; Climb DC 15.

The thick exterior walls are made of unusually slick obsidian that has been magically augmented with the *grease* spell.

Exterior Dome Walls: 6 ft. thick; hardness 8; hp 1,080; Climb DC 32.

Doors: Doors are either made of wood or iron, as noted on the map.

Wooden Doors: 2 in. thick; hardness 5; hp 20; Break DC 23; Open Lock DC 30.

Iron Doors: 2 in. thick; hardness 10; hp 60; Break DC 28; Open Lock DC 30.

Windows: All windows other than the stained glass ones have iron bars or simple shutters. The stained glass windows break easily (hardness 1, 1 hp), but the pieces are held together with iron thick enough to function as bars.

Window Bars: hardness 10; hp 60; Break DC 24.

Window Shutters: hardness 5; hp 10; Break DC 13.

Light: Hooded lanterns with *continual flame* spells inside them illuminate each room. The lanterns have been omitted from the maps for clarity, so put them wherever you like.

Most of the hallways are only 5 feet wide—an annoyance to characters, but no real hindrance to the githyanki. Once they're familiar with the layout of a building, the githyanki just *dimension door* from place to place.

Many of the rooms are labeled with gilt above the lintels. The labels are in Githyanki unless otherwise noted. The read-aloud text assumes the characters can read Githyanki.

1. BALLISTA PLATFORM (EL 13)

> This circular platform atop the Sanctum Dome has only three salient features: an iron trapdoor on the platform deck, a large brass bell mounted on a wooden rack, and four ballistas. Of their own volition, the ballistas swivel in your direction.

The iron trapdoor is locked (although the ballistas can bypass the lock). The giant bell is a *warding bell* (see next page). When it is rung, the twelve nearest

RUUN-KHAZAI AS A STRONGHOLD

The *Stronghold Builder's Guide* was used to construct the Sanctum Dome, Four Towers, and Heart of Ruun-Khazai; you'll find more information about the costs and capabilities of each structure in its individual description. Furthermore, all three structures were designed to be used elsewhere in your ongoing campaign without much modification. Check out the *Stronghold Builder's Guide* for more information on building and modifying strongholds like those found in "Interlopers of Ruun-Khazai."

The base cost for the Sanctum Dome is 784,870 gp, each of the Four Towers costs 233,400 gp, and the Heart of Ruun-Khazai costs 403,300 gp. Actual construction costs vary depending on available magic, type of workers, and so on; the *Stronghold Builder's Guide* has these rules as well.

doors are covered with a glamer (as the *guards and wards* spell). *Magic mouths* in areas 9 and 17 shout "Intruders! Evacuate!" in Githyanki.

† *Warding Bell:* When this enormous bell is rung (requiring a standard action), it immediately activates a *guards and wards* spell. The *warding bell* must be somewhere in the area to be warded.

The *fog* and *web* effects work normally. The *arcane lock* effect allows the stronghold's owner to open the doors normally, but no one else.

The *confusion* part affects all intruders—as defined by the stronghold's owner at the time of the creation of the *warding bell*. This means that the owner must list the people who would not be considered an intruder. The longer and less specific the criteria, the more easily this portion of the *warding bell's* security can be breached.

Up to twelve doors can be "lost." These doors must be specified at the creation of the device. Similarly, the other extra effect granted by the *guards and wards* spell must be chosen at item creation. Any locations or programming required for these effects must be defined at that time as well.

Some stronghold owners place a *warding bell* at the stronghold's front gate. In this way, the guards at the gate can activate the security system at a moment's notice.

A single *warding bell* can protect up to six contiguous stronghold spaces, although the warded area is up to 20 feet high. This means that a cunning creator could cover up to 12 stronghold spaces (six apiece on two levels). To protect larger strongholds, you must include multiple *warding bells* (each within the area they protect).

The *warding bell* only functions once per day, and the effects last 24 hours or until the stronghold owner voluntarily dismisses them (you can't dismiss individual effects, only the whole spell).

Caster Level: 12th; *Prerequisites:* Craft Wondrous Item, *guards and wards; Market Price:* 7,200 gp.

Creatures: The ballistas fight the characters until slain, but they are programmed to retreat into the dome if a fight turns against them. This might earn characters a temporary respite, but they learn that the animated ballistas are even more dangerous inside the dome itself.

Animated Ballistas (4): CR 9; Large construct; HD 8d10; hp 44 each; Init +4; Spd 50 ft.; AC 23 (touch 13, flat-footed 19); Atk +8 melee (1d8+4, slam) or +9 ranged (3d6, ballista); SA special ballista bolts, trample; SQ hardness 10, construct qualities, blindsight 120 ft., find target, door opening; AL N; Fort +2, Ref +6, Will –2; Str 16, Dex 18, Con —, Int—, Wis 1, Cha 1.

Special Ballista Bolts (Sp): Each animated ballista stores 100 normal ballista bolts in a nondimensional space and can reload as a free action. In addition, it can imbue a ballista bolt with one of the following qualities once per day each: *dimensional anchor, faerie fire, dispel magic, dismissal, flesh to stone, web.* If the ballista bolt hits, the target is hit by the spell effect as well. The special ballista bolts function as the spells cast by an 11th-level wizard.

Find Target (Sp): When directed to hunt down an intruder or other enemy, an animated ballista does so unerringly, as though guided by a *discern location* spell cast at 15th level.

Door Opening (Su): Twice per round as a free action, an animated ballista can open a door within 30 feet (as a *knock* spell cast by an 11th-level wizard) or lock one shut (as an *arcane lock* spell cast by an 11th-level wizard).

Tactics: In the first round, one of the ballistas bashes itself into the *warding bell*, activating the *guards and wards* spell.

Thereafter, the ballistas fire at the characters every round, focusing their attacks on flying opponents first, anyone climbing up the dome second, and foes on the ground third. If the fight turns against them, they flee into the Sanctum Dome, ready to fight the characters in the halls guerrilla-style. Because they can open and close doors as a free action, they have a significant mobility advantage in the corridors.

2. MAIN ENTRANCE

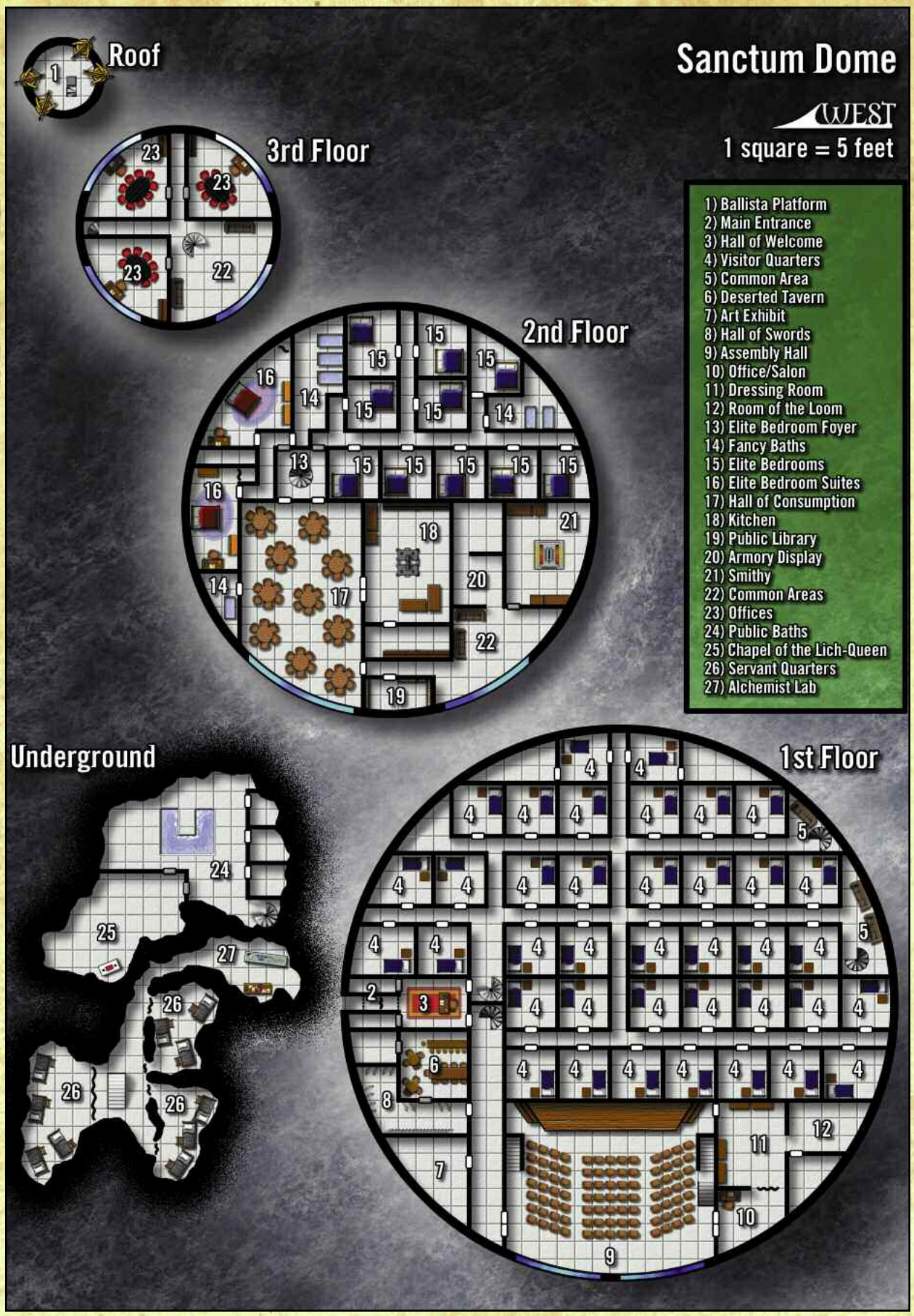
An iron portcullis blocks the entrance to the Sanctum Dome. About 5 feet beyond it hangs a black curtain, and soft amber light spills from around its edges. Arrow slits pierce the walls on both sides of this narrow passage.

Beyond the curtain is a second portcullis. Both can be opened only from the north antechamber, so characters might have to wreck them (hardness 10, hp 60) to get in. The south antechamber has a *warding bell* like the one in area 1.

Iron Portcullises: 2 in. thick; hardness 10; hp 60; Break DC 28.

3. HALL OF WELCOME

This room is softly lit by wall-mounted lanterns bearing what are obviously *continual flames* and a fire in a 5-foot-wide brazier near the door. A massive teak desk marks the center of the room. There are iron doors on the west wall, and wooden ones on the east wall marked "Domiciles" (north) and "Diversions" (south) in gilt lettering. A plush red carpet covers the floor, and the walls have frescoes


Sanctum Dome
WEST
1 square = 5 feet
Roof
3rd Floor
2nd Floor
1st Floor
Underground
1) Ballista Platform
2) Main Entrance
3) Hall of Welcome
4) Visitor Quarters
5) Common Area
6) Deserted Tavern
7) Art Exhibit
8) Hall of Swords
9) Assembly Hall
10) Office/Salon
11) Dressing Room
12) Room of the Loom
13) Elite Bedroom Foyer
14) Fancy Baths
15) Elite Bedrooms
16) Elite Bedroom Suites
17) Hall of Consumption
18) Kitchen
19) Public Library
20) Armory Display
21) Smithy
22) Common Areas
23) Offices
24) Public Baths
25) Chapel of the Lich-Queen
26) Servant Quarters
27) Alchemist Lab

depicting various githyanki coronations and other civic ceremonies.

This room is a wizard-created *ambassador's chamber,* although there's probably no one here for the characters to interact with. The Sanctum Dome's majordomo was originally stationed here.

The desk contains sheafs of paper, mostly notes about who's staying in which room, meal schedules, and programs for events in the assembly hall. All are more than a century old.

† *Ambassador's Chamber:* This stronghold space shifts the attitude of any creature entering to the next most favorable reaction on Table 5–4: Influencing NPC Attitude in the *Dungeon Master's Guide,* as if affected by an *emotion* spell of the friendship variety (Will save, DC 14, negates). Creatures involved in combat continue to fight normally.

If a wizard creates this chamber, the DC is 16 and the market price is 14,000 gp.

Caster Level: 7th; *Prerequisites:* Craft Wondrous Item, *emotion; Market Price:* 10,500 gp.

The brazier near the door is a new magic item: a *brazier of aura revealing* (*good*).

† *Brazier of Aura Revealing* (*Good*): When lit, this massive (5-foot-wide) brazier outlines any good creature within 60 feet in a faint gray aura. If such a creature remains in the area for more than 2 rounds, the strength of its aura (dim, faint, moderate, strong, or overwhelming, as per the *detect evil* spell in the *Player's Handbook*) becomes apparent to all who can see the creature.

This item can't reveal creatures who aren't visible (whether by concealment, cover, or invisibility), though anyone within 60 feet of the brazier can sense the presence (and direction) of the good creature, though not its exact location.

If the good power is "overwhelming" and twice the character level of a evil-aligned viewer, the viewer is stunned for one round.

See *detect evil* in the *Player's Handbook* for details on aura strength and how long an aura lingers.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *detect good; Market Price:* 3,000 gp.

4. VISITOR QUARTERS

This small room has a stuffed bed on a low frame, a chest of drawers, and a large mirror on the wall. A chair sits in front of a small writing desk, and there's a ceramic washbasin in the corner.

There are thirty-seven such rooms, and they're all more or less like the one described above. It'll quickly become tedious if the characters laboriously search every chamber. Once the players announce their intention to open each of the visitor quarters, have them establish a standard procedure for doing so. A typical procedure might be: "Lidda listens at the door, then checks it for tracks. Then Regdar kicks it open while Soveliss covers him with his longbow. If it's all clear, Mialee looks for secret doors while Lidda turns the room upside-down."

After they've established such a procedure, figure out how long it takes the PCs to look through all the visitor quarters, then summarize their findings. It's not worth it to spend a lot of time on these rooms.

Development: The network of corridors and doors makes this a good place for a running battle with the animated ballistas. They can potentially split the party on either side of a door they've *arcane locked,* set up crossfires in the corridors, and otherwise frustrate the characters.

5. COMMON AREA

Ornately carved, overstuffed sofas fill this area, and pillows are scattered across the floor. A wrought-iron staircase leads down. Abstract frescoes cover the walls. Near each staircase is a gilt inscription: "Cleanse the body, cleanse the soul."

These rooms, simply well-appointed sitting rooms, lead underground to the lich-queen's chapel and the public baths (areas **24** and **25**).

6. DESERTED TAVERN

A polished, marble-topped bar dominates the north wall of what is obviously some sort of tavern. Booths line the walls, and round tables are scattered across the middle of the room. Unopened casks of ale and bottles of wine are placed in neat racks behind the bar.

This room is what it appears to be: a tavern for guests of Ruun-Khazai. The locked iron door leads to a storage room full of more food and drink. Because Ruun-Khazai is on the Astral Plane, no one needs to eat or drink, but many do so simply for the pleasure of it or because they don't want to be ravenous as soon as they travel to a plane where time passes normally.

Treasure: The bottles (all 200 pounds of them) at the bar are worth 1,800 gp, and the food and beverages stored behind the door are worth another 6,000 gp.

7. ART EXHIBIT

The center of this room is filled with easels—dozens of them in neat rows. All have oil paintings

on them. Most are portraits of fierce looking githyanki, but a few are battle scenes depicting githyanki astride red dragons or riding massive ships sailing through the Astral haze. One particularly grotesque picture is titled "Vivisection of a Mind Flayer."

Though they relish war above all else, githyanki do have a limited sense of artistry. One of Ruun-Khazai's long-term residents fancied herself a painter and occasionally sold a work to githyanki travelers.

Treasure: The artwork—500 pounds all told, and very bulky—would be worth 2,500 gp to the right buyer. The paintings are short on artistic merit but valuable as curiosities.

8. HALL OF SWORDS

Swords line the walls and ceiling of this room, and some are even embedded in the floor. Many are obviously shiny and ornamental, while others are shabby and rusted. Other than the swords, the only other object occupying the room is a statue of a githyanki warrior.

Anyone who succeeds at a Craft (weaponsmith) check (DC 15) can tell that many of the older swords are antiques, and a successful Craft (weaponsmith) check (DC 30) reveals that many display decoration unheard of on the Material Plane—this is an interplanar sword collection. About one sword in a hundred is masterwork, and perhaps one in twenty has some sort of gem, is worked with a precious metal, or otherwise decorated with a valuable filigree. It's difficult to tell the value of swords from a dozen planes and two dozen cultures. An Appraise check (DC 30) is required to assess the true worth of the collection. None of the weapons in the room are magical, however.

The statue is a *guardian statue*. Other than the animated ballistas, there's no one around to hear the *alarm*.

† *Guardian Statue:* This item looks like nothing more than a standard piece of statuary. However, if someone comes within 5 feet without giving the password, it lets out an alarming cry. The creator can make this either a mental *alarm* or an audible *alarm*, as per the spell. When found, this is a mental *alarm* 25% of the time and an audible *alarm* 75% of the time.

If the *alarm* is audible, anyone within 60 feet can hear it clearly. Each interposing closed door reduces that distance by 10 feet. Each interposing substantial wall reduces the distance by 20 feet. In quiet conditions, the *alarm* can be heard faintly up to 180 feet away. A *silence* spell on either the *guardian statue* or the listener defeats the audible *alarm*.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *alarm*; *Market Price:* 3,000 gp.

Treasure: There are 641 swords in all (about half are greatswords, with the rest evenly divided among the other types). Many have no intrinsic worth, but the collection as a whole is worth 12,000 gp.

9. ASSEMBLY HALL

This room slopes steeply downward to the north, where there rests a bare wooden stage. About seventy creatures could sit in the plush seats of this auditorium. The south wall has two ornate, translucent stained glass windows, and twin stairways along the east and west walls lead up to small balconies. A stairway along the east wall also goes down into darkness.

If anyone makes noise in this room, a successful Listen check (DC 20) reveals that the acoustics in this room are unusually resonant. A character making a Perform check here involving music or speech receives a +2 circumstance bonus from the sonorous reverberations.

Astute characters might realize—with a successful Knowledge (arcana) check (DC 25)—that a psychic storm should certainly have blown out the stained glass windows (it didn't because Karluth placed Ruun-Khazai in the eye of the storm).

10. OFFICE/SALON

Plush tapestries line the walls of this room. A desk and chair are pushed against the wall, and divans and pillows are arranged in the corners in conversational groupings. A curtain covers the entryway to the next room.

The papers in the desk are copies of speeches—mostly exhortations to love the lich-queen in all things and to fight fiercely against mind flayers and githzerai. They aren't in any discernable order, so it's difficult to follow a particular speech for long.

11. DRESSING ROOM

This room is filled with massive oak wardrobes, dressing tables, and scattered garments.

The githyanki are fond of stage epics, full of warriors in costume, simulated combat, and long speeches on the virtues of the githyanki race. This is

where performers prepared themselves for their roles in such performances.

Little in the room has intrinsic value, but there's a lot of material for clever characters to work with. Stuffed in the trunks, dressers, and wardrobes here are the following items:

- Scripts of githyanki epics (imagine the most heavy-handed propaganda pieces you can).
- Lots of githyanki clothing, including soldier, wizard, and noble garb.
- Prop weapons and armor (weapons only do 1d3 subdual damage and armor only provides 1 point of armor bonus).
- Five realistic mind-flayer masks.
- Enough greasepaint and makeup for characters to gain a +2 circumstance bonus on attempts to disguise themselves as githyanki.

12. ROOM OF THE LOOM

A massive, 10-foot-by-15-foot loom dominates this room. A half-completed tapestry of an abstract zigzag pattern hangs off one edge, and hooks festoon the walls.

Ruun-Khazai's weaver used this as her workspace. The room to the south is full of cloth samples, wool, cord, and other weaving supplies.

13. ELITE BEDROOM FOYER

Finely painted frescoes of battle scenes cover three walls of this room. The fourth is covered from floor to ceiling with a black tapestry. Tightly woven threads depict a massive githyanki in plate armor holding a greatsword above her head while standing atop a pile of mind flayer bodies.

The stairway continues to spiral upward, and there are doors in each of the four corners. The northwest door says "Most Sublime Masters," the northeast door reads "Most Serene Guests," and the both of the two along the south wall say "Hall of Consumption."

The tapestry is a *frightful tapestry*. It probably won't affect the characters, although they might have cohorts or other companions who are at risk of succumbing to its magic. Karluth placed it here long ago to keep the rabble away from his honored guests.

A successful Knowledge (the planes) check (DC 25) reveals that the subject of the tapestry is none other than the legendary Gith herself, liberator of the githyanki from mind flayer servitude.

┆ *Frightful Tapestry:* This huge tapestry takes up an entire wall in a stronghold space. Any creature of less than 6 HD that enters becomes frightened for 5 rounds (Will save, DC 13, negates). A frightened creature flees the stronghold by the shortest possible path. A subject unable to flee can still fight, but the frightened creature suffers a –2 morale penalty on attack rolls, damage rolls, and saving throws.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *scare*; *Market Price:* 10,000 gp.

14. FANCY BATHS

Wooden screens woven with translucent green fiber separate the large tubs and washbasins from each other. The windows are of frosted glass, though they are shuttered right now.

These three rooms are more or less identical. Each has an *everful basin* that supplies cool water for baths (githyanki dislike warm water).

┆ *Everful Basin:* This enchanted basin always has 6 gallons of water in it, no matter how many times it might be dipped into. However, if the *everful basin* is ever emptied completely, such as by tipping it over, it ceases to work forever, the magic spilling away with the last of the water.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *create water*; *Market Price:* 4,500 gp.

15. ELITE BEDROOM

This bedroom features carved teak bedframes, cotton sheets, and wool blankets. An ornately carved bureau and wardrobe stand in one corner, and a simple couch leans against a wall. Oil paintings of sword-wielding githyanki knights and rampaging red dragons dot the walls. Arcane sigils cover the ceiling.

These rooms are designed for visiting dignitaries. As with area **4** above, it's probably not a good idea to explore each room in excruciating detail.

Anyone who looks closely can tell that the paintings were done by the same artist that did the work in area **7**.

The sigils are a stronghold enhancement known as *inscriptions of privacy*.

┆ *Inscriptions of Privacy:* This wondrous architecture places arcane sigils throughout the walls and ceiling of a room. They can be as subtle or outlandish as the creator likes. However, when anyone tries to spy upon anyone in the room by means of *clairaudience/clairvoyance*, *scrying*, a *crystal ball*, or any other method of *scrying*, the inscriptions glow softly. If the *scrying* attempt originates within the stronghold space, the person attempting it begins glowing as well.

Anyone scried upon can make an opposed Scry check. If the target of the *scrying* attempt wins the roll, she immediately gets a mental image of the scrier, along with a sense of the direction and distance of the scrier, accurate to within 10%.

Caster Level: 7th; *Prerequisites:* Craft Wondrous Item, *detect scrying*; *Market Price:* 14,000 gp.

16. ELITE BEDROOM SUITE

This large suite includes a finely crafted bed, two dressers, a massive wardrobe, and twin writing desks against opposite walls. A fresco on the ceiling depicts the Astral Plane, complete with occasional color pools and a blurry view of Ruun-Khazai from above.

A curtain hangs across a doorway in the corner. A statue of a githyanki warrior stands at attention next to the door.

The painting of Ruun-Khazai includes all the surface features shown on the city map, although the Pyramids of the Sublime haven't yet been ruined and there are five towers, not four. A faint, glittery paint identifies the crystal growths, including the Crystal Grotto. There's no hint of the subterranean passages that Karluth calls home, however.

The curtain covers a walk-in closet full of githyanki noble garb.

The statue is another *guardian statue* (see area **8** for details) that emits an audible cry of alarm. There probably isn't anyone to respond to the alarm.

17. HALL OF CONSUMPTION

This is obviously a dining hall that seats about sixty people—ten round tables with six chairs spaced around each. Clean ceramic plates are set at each seat, with cold meat and a strange, tuber-like vegetable at each place. A goblet of wine is full at each seat, and an unopened bottle of wine stands at the ready. Massive stained-glass windows dominate one wall.

Listen carefully to what the characters say while they're in this room—they aren't alone. Ten *invisible helpers* respond to anything that sounds like a command, pouring wine, bringing more food, clearing plates, and so on. They never speak, attack, or display any personality.

Because the Astral Plane is a timeless place, the food and wine are still edible despite being served more than a century ago.

† *Invisible Helper:* This *permanent unseen servant* is anchored to a single stronghold space and cannot leave that space. If it takes enough damage to be destroyed (6 hp), it disappears forever.

Many stronghold owners use one or more *invisible helpers* to supplement their more traditional servants. They never tire and can work endlessly, but due to their lack of smarts, they are a poor substitute for the real thing when it comes to complex tasks or real responsibility. In general, an *invisible helper* can replace any servant whose role is typically filled by a commoner (as opposed to an expert or another class).

Anyone in the space can command the *invisible helper*. If the helper receives conflicting commands, the helper obeys the owner of the stronghold; otherwise, would-be controllers can make opposed Wisdom checks to see who wins command.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *unseen servant*; *Market Price:* 1,500 gp.

18. KITCHEN

Twin iron stoves dominate the center of this room, each with a cooking griddle on top and an oven below. A massive basin designed for scullery leans against one wall, while shelves full of jars, bowls, and jugs obscure the walls.

A door leads to the south.

This is a kitchen, pure and simple. The door to the south leads to a pantry.

19. PUBLIC LIBRARY

A low table separates two small couches in the center of this room. Every wall is covered with bookshelves.

The books detail githyanki history and astral "seafaring." Having access to this library grants a +2 circumstance bonus to Knowledge (history) and Craft (shipmaking) checks.

Treasure: The books are worth about 2,000 gp.

20. ARMORY DISPLAY

This oddly shaped room has ornate suits of plate mail armor hanging from the walls, along with other bits of metalwork, smiths' tools, and half-completed metal shields.

This room is part display area, part storage for the smiths who worked in area **21**.

Treasure: There are 2 suits of masterwork full plate, 3 suits of half-plate, and 2 masterwork breastplates along the wall. There's also half-plate barding for a Large flying creature and a Huge quadruped.

21. SMITHY

A great marble-encased forge squats in the center of the room, and anvils, work tables, and barrels of water dot the rest of the floor. The floor is of polished stone, and fine metalworking tools hang from hooks on the walls.

Working in this smithy gives a character a +2 circumstance bonus to any Craft (armorsmithing, blacksmithing, and weaponsmithing) checks due to the masterwork quality of the equipment inside.

22. COMMON AREA (EL 11)

Divans, pillows, and couches cover the floor here, arranged so its denizens could gaze out the windows. The other walls are covered with gruesome frescoes of githzerai hanging from gallows.

There are two such common areas—one near the smithy, and the other on the third floor among the offices. They differ only in the arrangement of the furnishings and a bit of wondrous architecture: The area on the third floor has two summoning stones that each summon a noble salamander to attack non-githyanki who enter the room, unless they're accompanied by a githyanki.

The summoning stones are destroyed if they're removed from the floor to which they're anchored.

Creatures: The salamanders remain for 15 rounds.

Noble Salamanders (2): hp 114, 113; *Monster Manual* 159.

23. OFFICES

The white marble floor in this room has been polished so it gleams. A black marble conference table with red upholstered chairs stands in the center of the room, and a wooden writing desk sits in front of the stained glass window. The shelves are lined with charts, logs, and books. The ceiling depicts a starry sky not unlike those found on the Material Plane. A githyanki warrior statue stands near the door.

A gentle, sweet-smelling breeze wafts through the room, though it has no obvious source.

These three offices house Karluth's top civilian lieutenants. Like everyone else who lived here, they were consumed in the ritual that created the psychic storm around Ruun-Khazai.

The statue is a *guardian statue*. Its alarm is likely to go unheeded. (See area **8** for more information on *guardian statues*.)

These offices are chambers of comfort, so they always have pleasant temperatures. The *chamber of comfort* magic is creating the breeze.

The items on the shelves cover the minutiae of running a border post: supply lists, troop requisitions, correspondence with various githyanki nobles, and so on.

† *Chamber of Comfort*: The temperature in this stronghold space is always a balmy 70°F. Additionally, the room magically circulates fresh air in and out of the room. The smoke from a fire lit in the room draws directly into the ceiling and then disappears. The place is never stuffy, always feeling like a soft breeze is flowing through the place, even if it's airtight.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *Leomund's tiny hut*; *Market Price:* 7,500 gp.

24. PUBLIC BATHS

This damp room holds a U-shaped pool full of cold water, fed by basin brimming with water. Wooden doors line the east wall, and iron double doors stand in the southwest corner under a gilt sign that reads, "The Lich Queen Observes You and Bids You Enter."

For those who don't have access to the baths on the third floor of the Sanctum Dome, this was the place to wash themselves clean. These baths also serve a ritual purpose, because worshipers at the chapel of the lich-queen must be clean before they enter. The small rooms to the east are changing rooms, although few of Ruun-Khazai's long-term residents bothered with them.

Another *everful basin* keeps the pool continually filed. See area **14** for more information on this item.

25. CHAPEL OF THE LICH-QUEEN

A polished stone altar displaying the bust of a cadaverously thin githyanki woman rises from the floor in the southeast corner. Low, padded stone benches rise up from the floor itself. Unlike the rest of the Sanctum Dome, this room has no built-in light sources.

A Knowledge (the planes) check (DC 15) reveals that the bust represents Vlaakith the lich-queen, who rules the githyanki.

Although the vast majority of githyanki are not religious and have no access to divine magic, they revere their lich-queen and craft icons and altars in her honor. The Chapel of the Lich-Queen was used for everything from quiet meditation (by knights

preparing for battle) to abject supplication, for it was rumored that the lich-queen would use *clairvoyance* and *clairaudience* to observe her chapels. Karluth detested this place, of course, and only came here when duty bade him

The altar, though frightful in appearance, has no special wards placed on it.

The chapel has a *desecrate* spell woven into the walls itself, and a shallow depression in the stone floor holds a shallow puddle of water. The floor acts as a *pool of scrying* if a nearby ewer of water is poured into it.

Pool of Scrying: This shallow pool forms a reflective surface in which the user can scry on others. This works just like the standard *scrying* spell. Spellcasters can cast certain spells through the *pool of scrying* at creatures or things they are scrying upon, as per the *scrying* spell.

While the pool can be shallow, it must be at least 2 feet by 4 feet. It can be formed into the top of a large pedestal, but these items are just as often found in a room's floor. If the water is ever entirely emptied from the pool, the item loses its magic.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *scrying*; *Market Price:* 12,000 gp.

26. SERVANT QUARTERS

Curtains hide most—but not all—of these three rooms, with beat-up wooden beds and straw mattresses, dinged-up trunks full of clothing, and other detritus from ordinary lives. Rude pictograms scrawled in chalk cover the walls, with graffiti in a dozen languages.

These are the servants quarters—or, more accurately, the githyanki slave quarters. Githyanki raids launched from Ruun-Khazai captured prisoners from countless planes, and some survived to work at the most menial tasks in the Sanctum Dome. In the end, they met the same fate as many of their masters—sacrificed to the spell that Karluth cast to hide Ruun-Khazai in a psychic storm.

27. ALCHEMIST'S LAB

Vials, flasks, beakers, burners, crucibles, and all manner of other alchemical research equipment line the shelves on the walls and are scattered across two wooden tables in this room. The floor is stained with chemicals, and a sickly-sweet odor is almost overpowering.

No one could stand the fumes from the Sanctum Dome's alchemist's lab, so it was put down here. Shortly before seizing control of Ruun-Khazai, Karluth constructed a secret door (Search check, DC 25) that connects to a tunnel leading to the Four Towers, the ruined Pyramid of the Sublime, and ultimately to the Heart of Ruun-Khazai itself.

Using this lab gives a single character a +2 circumstance bonus to Alchemy checks.

FOUR TOWERS

Originally there were five towers, but one has been blasted into rubble. The other four are identical.

Loyalist githyanki aboard an astral brig arrive at the dock shortly after the characters arrive at the Sanctum Dome. Like the characters, the githyanki have to contend with animated ballistas, and it takes them an hour to secure the towers.

If characters have the right vantage point, they might see the astral brig pull up to the Four Towers dock. And if they explore the Four Towers in the first hour, they'll find one squad of the githyanki warband in one tower, another exploring the next nearest tower, and the command staff aboard the brig.

Unless otherwise noted, the features of the Four Towers are as follows:

Ceilings: In the Four Towers, all ceilings are 15 feet high.

Walls, Floors, and Ceilings: All building surfaces are constructed of superior masonry. Exterior walls are also coated with skin of iron.

Interior Walls, Floors, and Ceilings: 1 ft. thick; hardness 8; hp 180; Climb DC 20.

Exterior Walls: 1 ft. thick stone plus 2 in. skin of iron; stone hardness 8; hp 180; iron hardness 10; hp 90; Climb DC 25.

Doors: In the Four Towers, the doors are universally constructed of thick iron with amazing locks (Open Lock, DC 40).

Iron Doors: 2 in. thick; hardness 10; hp 60.

Windows: The only windows are arrow slits that measure 6 inches wide at their narrowest point.

Light: Hooded lanterns with *continual flame* spells inside them light each room. They've been omitted from the maps for clarity.

GITHYANKI COMBAT TACTICS

The githyanki have a powerful advantage on the Astral Plane: unparalleled mobility. Because they get a free quickened spell or spell-like ability each round, they can *dimension door* at the end of each of their turns without penalty (githyanki usually wait until the end of their turn because *dimension door* forbids further actions until their next turn). This means that they can attack, then disappear or change opponents.

Githyanki can also use *clairvoyance/clairaudience* at will, so they'll routinely "scan" an area before entering it. Githyanki sentries spend as much time using *clairvoyance* as they do looking at the real landscape around them.

If githyanki have a weakness, it's a lack of healing. The lich-queen forbids any githyanki from becoming a cleric, and githyanki bards, rangers, and druids are relatively rare. Accordingly, githyanki armies often hire mercenary clerics of other races to act as combat medics. (In this adventure, Baur is one such mercenary).

The red dragons can also take advantage of the Astral Plane. It's a terrifying thing when a red dragon uses a quickened *true strike*, then does an all-out Power Attack on a foe. And githyanki cavalry can *dimension door* in and out of the saddle at a moment's notice. The githyanki equip their red dragon steeds with barding, which makes them harder to hurt but can interfere with their spells.

FOUR TOWERS DOCK (EL 16)

This 200-foot-long dock is made of wood bound and bracketed in brass, and it juts out into the haze of the Astral Plane. A 60-foot sailing ship with gossamer sails and arcane sigils on its prow floats in the nothingness next to the dock.

The astral brig is a small ship that often takes on scouting missions for the githyanki military. In this case, it's been dispatched with elite troopers to investigate Ruun-Khazai. Throughout much of the adventure, the astral brig is home to most of the loyalist githyanki leadership. Thus it's a tough nut for the characters to crack. If the characters investigate the brig while the First and Second Squads are still active, they *dimension door* to attempt to rescue the brig.

By the time the PCs deal with these two squads, the githyanki dragon-mounted cavalry take note and investigate from the roof of Tower B (or from the stern of the brig if the Second Squad hasn't secured Tower B yet—refer to the timeline). Only if troopers and cavalry are both dead or beyond a distress call will the githyanki commander, the executive officer, and the mercenary cleric reveal themselves.

Astral Brig: Gargantuan Vehicle; Profession (sailor) +0; Spd fly 90 ft. (good); Overall AC 1; Section hp 40 (hardness 10); Section AC 3; Atk +0 deck-mounted ballista or ram 8d6; Face 60 ft. × 20 ft.; Height 10 ft.; crew 16; cargo 40 tons (Spd 60 ft. if 20 tons or more).

The astral brig has a ballista mounted on deck that fires *ballista bolts of lightning* (as *javelins of lightning*) once per round.

Madivh, Male Githyanki Commander Ftr13: CR 13; Medium-size Outsider (evil); hp 102; Init +2; Spd 20 ft.; AC 24 (touch 12, flat-footed 23); Atk +22/+17/+12 melee (2d6+13/crit 17–20, greatsword) or +15/+10/+5 (1d8+5/crit 19–20 ×3, composite longbow); SA *psionics*; SR 18; AL NE; Fort +10, Ref +6, Will +3; Str 22, Dex 14, Con 13, Int 10, Wis 8, Cha 13.

Skills: Diplomacy +9, Intimidate +9, Profession (sailor) +16. *Feats:* Cleave, Dodge, Great Cleave, Improved Critical (composite longbow), Improved Critical (greatsword), Mobility, Point Blank Shot, Power Attack, Precise Shot, Rapid Shot, Weapon Focus (composite longbow), Weapon Focus (greatsword), Weapon Specialization (greatsword).

Psionics (Sp): At will—*clairaudience/clairvoyance, dimension door, mage hand, telekinesis*; 1/day—*plane shift*. These abilities are as the spells cast by a 16th-level wizard.

Possessions: +2 greatsword, +1 mighty composite longbow (+4), +3 full plate, ring of protection +1, amulet of natural armor +1, belt of giant strength +4, potion of cure serious wounds, 30 masterwork arrows.

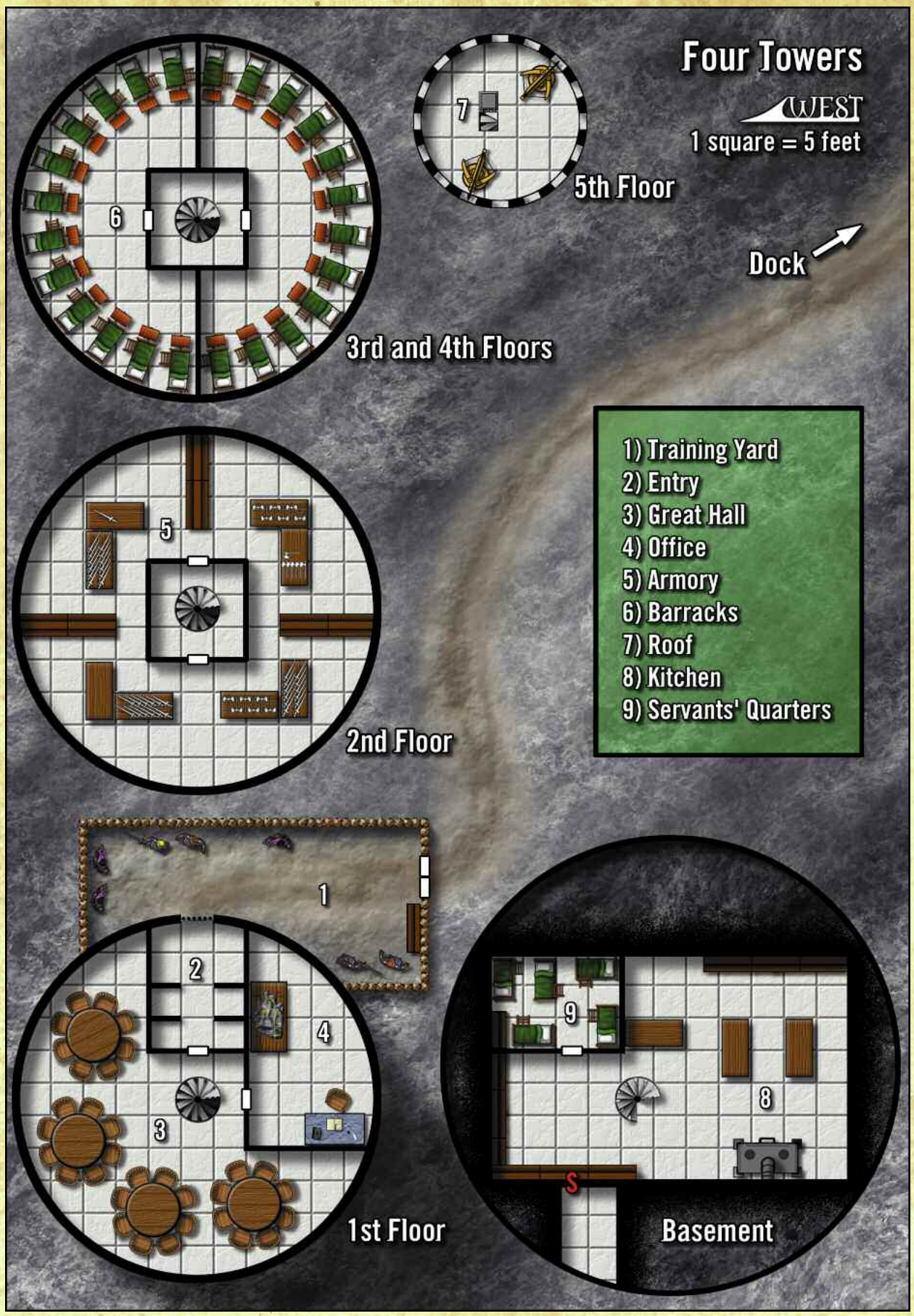
Calli'tao, Male Githyanki Executive Officer Wiz11: CR 11; Medium-size Outsider (evil); hp 43; Init +4; Spd 30 ft.; AC 15 (touch 15, flat-footed 11); Atk +5 melee (1d4/crit 19–20, dagger) or +9 ranged (1d8/crit 19–20, light crossbow); SA *psionics*; SR 16; AL NE; Fort +6, Ref +9, Will +10; Str 10, Dex 18, Con 12, Int 21, Wis 13, Cha 8.

Skills: Concentration +15, Knowledge (arcana) +19, Knowledge (the planes) +19, Scry +11, Search +10, Spellcraft +19. *Feats:* Combat Casting, Craft Wondrous Item, Scribe Scroll, Spell Focus (enchantment), Spell Focus (evocation), Spell Penetration.

Psionics (Sp): At will—*clairaudience/clairvoyance, dimension door, mage hand, telekinesis*; 1/day—*plane shift*. These abilities are as the spells cast by a 16th-level wizard.

Wizard Spells Prepared (4/6/5/5/4/3/1; base save DC = 15 + spell level, 17 + spell level for Enchantment and Evocation spells): 0—*detect magic* (×2), *light, read magic*; 1st—*mage armor, magic missile* (×2), *shield* (×2), *animate rope*; 2nd—*endurance, invisibility, knock, see invisibility, web*; 3rd—*dispel magic, fly, haste, lightning bolt, suggestion*; 4th—*ice storm, polymorph other, scrying, wall of fire*; 5th—*cone of cold, hold monster, teleport*; 6th—*chain lightning*.

Spellbook: 0—all; 1st—*animate rope, change self, charm person, feather fall, identify, mage armor, magic missile, shield, sleep, summon monster I, true strike*; 2nd—*bull's strength, cat's grace, endurance, glitterdust, invisibility, knock, Melf's acid arrow, see invisibility, web*; 3rd—*dispel magic, displacement, fireball, fly, haste, invisibility sphere, lightning bolt, protection from elements,*


Four Towers
WEST
1 square = 5 feet
Dock
5th Floor
3rd and 4th Floors
2nd Floor
1st Floor
Basement
1) Training Yard
2) Entry
3) Great Hall
4) Office
5) Armory
6) Barracks
7) Roof
8) Kitchen
9) Servants' Quarters

suggestion; 4th—*charm monster, ice storm, polymorph other, polymorph self, scrying, wall of fire*; 5th—*cone of cold, dismissal, dominate person, hold monster, permanency, summon monster V, teleport, wall of force*; 6th—*chain lightning, disintegrate, greater dispelling, legend lore.*

Possessions: Spellbook, *headband of intellect +4, gloves of dexterity +2, bracers of health +2, wand of fireball* (10d6, 10 charges), *ring of protection +1, cloak of resistance +2, Heward's handy haversack,* dagger, masterwork light crossbow with 10 masterwork crossbow bolts.

Baur, Cambion Mercenary Clr11: CR 13; Medium-size Outsider; HD 11d8+33; hp 86; Init +0; Spd 20 ft., fly 20 ft. (average); AC 27 (touch 10, flat-footed 27); Atk +12/+7 melee (1d8+4, morningstar) or +12 ranged (1d8+3/crit 19–20, light crossbow); SA spell-like abilities; SQ half-fiend qualities; AL CE; Fort +10, Ref +4, Will +12; Str 14, Dex 12, Con 17, Int 10, Wis 21, Cha 15.

Skills: Bluff +12, Concentration +17, Knowledge (religion) +4, Spellcraft +14. *Feats:* Combat Casting, Craft Magic Arms and Armor, Craft Wondrous Item, Scribe Scroll.

Spell-like Abilities: 3/day—*darkness, poison*. 1/day—*desecrate, unholy blight, contagion, blasphemy*. Baur uses these abilities as an 11th-level cleric.

Half-fiend Qualities: Immune to poison; acid, cold, electricity, and fire resistance 20.

Cleric Spells Prepared (6/8/6/6/5/4/2; base save DC = 15 + spell level): 0—*cure minor wounds* (×2), *detect magic* (×2), *light* (×2); 1st—*change self*, comprehend languages, cure light wounds, deathwatch, detect good, obscuring mist, protection from good, shield of faith*; 2nd—*bull's strength, cure moderate wounds, death knell, desecrate, invisibility*, lesser restoration*; 3rd—*bestow curse, cure serious wounds* (×2), *dispel magic, magic circle against good, protection from elements* (*fire*); 4th—*confusion*, cure critical wounds* (×2), *greater magic weapon, status*; 5th—*break enchantment*, flame strike, healing circle, true seeing*; 6th—*blade barrier, mislead**.

*Domain spell. *Domains:* Luck (reroll any dice roll 1/day), Trickery (Bluff, Disguise, and Hide are class skills).

Possessions: +2 morningstar, +1 light crossbow, 10 *+2 crossbow bolts, +3 full plate, +3 large wooden shield, periapt of wisdom +4, gloves of dexterity +2,* scroll of *restoration,* 3 doses of ointment for *true seeing,* holy symbol.

Githyanki Cavalry (3): hp 68, 65, 70; see area 7 of the Four Towers for statistics and tactics.

Red Dragon Mounts (3): hp 130, 136, 134; see area 7 of the Four Towers for statistics and tactics.

Githyanki Sailors Ftr4 (16): It's unlikely that these sailors will see combat, and even less likely that they'll pose a significant challenge to the PCs.

Tactics: As soon as the characters begin poking around the brig and someone notices them, an alarm is sounded and remaining githyanki troopers from the First and Second Squads (see area 2 and the Crystal Grotto for the statistics and tactics of the githyanki First and Second Squads) *dimension door* to the ship to defend it. At the same time, the githyanki dragon-riding cavalry take wing and attack from the air. Only once these forces are dealt with will the PCs need to face the githyanki officers and Baur.

Madivh is something of a ranged attack specialist; he loves to take a full-attack action with his bow from out in the Astral ether, using *dimension door* to put himself at his maximum bow range each round. The first time he appears on top of the ship's mast, one of the towers, or atop a large pile of rubble, he probably catches the PCs by surprise.

If he runs out of arrows or is otherwise forced into melee, Madivh gleefully tries to carve a swath through his foes with his greatsword, attempting to maneuver as best he can to utilize his Cleave and Great Cleave feats to maximum effect.

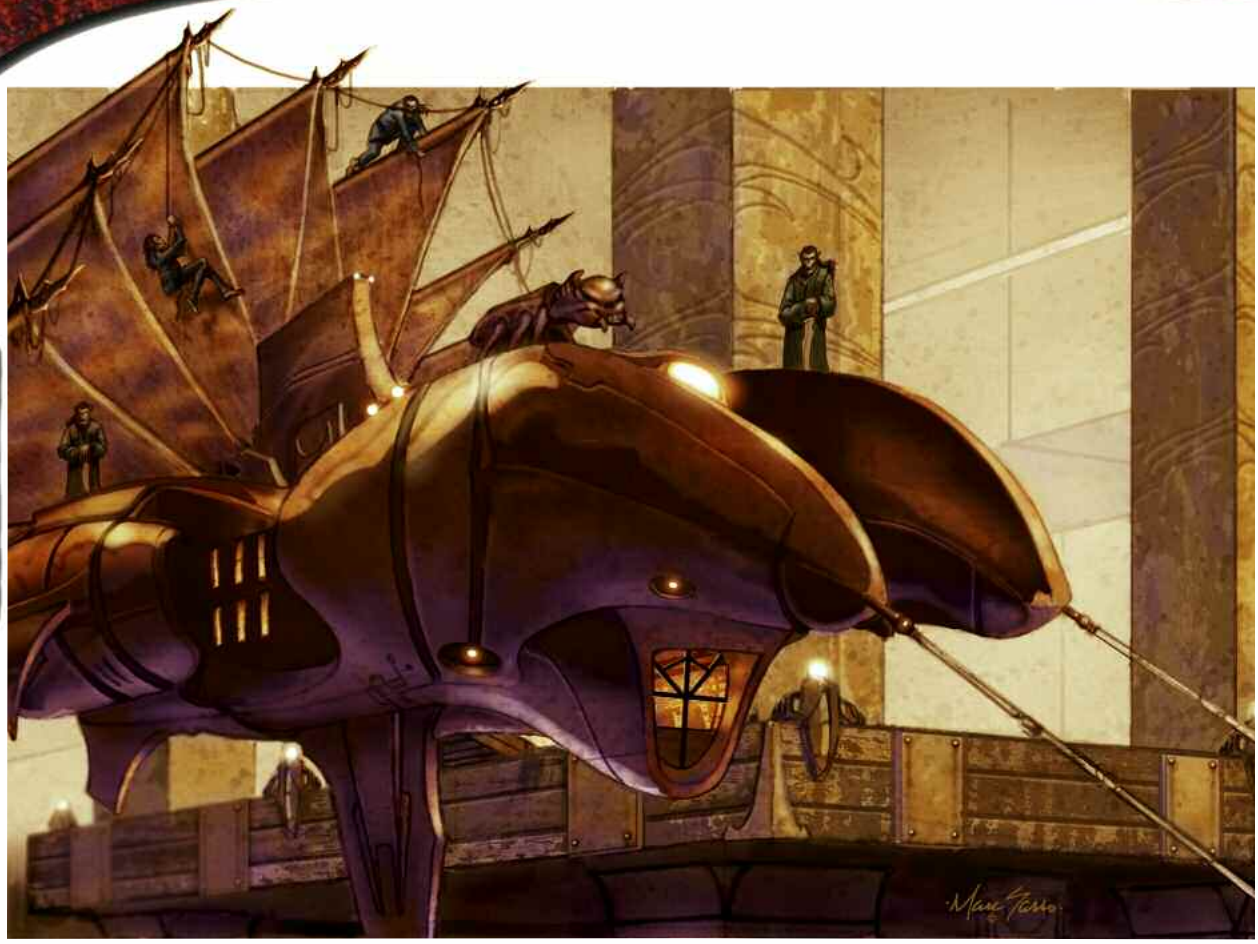
Calli'tao follows a similar strategy to Madivh's, as he also has excellent ranged potential. If he becomes aware of the PCs, he casts *endurance* on Madivh and *fly* on Baur, followed by *see invisibility* on himself. Once he engages in melee, he begins by casting one of his close range spells (such as *suggestion*). He then uses a free quickened *dimension door* to get at least 150 feet away and bombards the PCs with *fireballs, polymorph other, wall of fire* (although he won't plant a *wall of fire* on the ship), and *magic missile.*

Once Baur is aware of the fight outside on the ship's deck, he begins casting spells to increase his combat prowess, including *greater magic weapon, magic circle against good,* and *true seeing.* He also uses *change self* to appear as another githyanki.

Although unable to use *dimension door,* Baur uses the fly speed allotted by Callitao's spell to keep at a distance from his foes. He tries to move as fast as he can up into the "sky" in the first round of a fight, planting a *blade barrier* in the largest group of PCs as he goes. He only resorts to melee if he has exhausted all his ranged spells and spell-like abilities.

Development: If he has to flee (because he's low on hit points or out of magic) and he's near Madivh, Calli'tao uses his *teleport* spell to get both officers to safety. Although they would prefer to get away with the ship, they both know they can't fly the ship without a crew, and if all the other githyanki are dead or captured, that's obviously the case.

Destroying all the githyanki won't go unnoticed by the other residents of Ruun-Khazai for long. Assume Karluth finds out that the githyanki have been dealt with in 2d4 hours, and the githzerai in 2d6 hours.



1. TRAINING YARD

This yard, fenced with a shoulder-high wooden palisade, has a number of archery bullseyes along the edges and humanoid-shaped practice dummies in the center. Some of the bullseyes still have arrows sticking out of them. An empty weapons rack leans against the palisade near the only opening.

A doorway barred by an iron portcullis leads into the ironclad tower.

This is where the githyanki soldiers stationed at this tower used to train. About forty soldiers can use the training yard at once. The palisade isn't very strong (hardness 5, 15 hp); it's just intended to catch stray arrows.

2. ENTRY (EL 12 ON TOWER C)

An iron portcullis bars the way inside. Beyond it you can see two sets of waist-high walls in front of a burnished iron door.

Atop the portcullis are the words "Revenge!" and a half-dozen skulls of some creatures with unusual jaw apparatuses.

The low walls provided protection to githyanki defenders, who could fall back at any time with *dimension door*. The door is unusually thick (hardness 10, 120 hp) and has an amazing lock (Open Lock, DC 40).

The skulls once belonged to mind flayers.

The entryway is magically enhanced to bolster any defenders with a wizard-created *hall of hope*.

Creatures: Once they've completely explored Tower C, the githyanki First Squad sets up watch in its entry.

Githyanki First Squad Troopers Ftr8 (4): CR 8; Medium-size Outsider (evil); HD 8d10+8; hp 51, 56, 53, 52; Init +1; Spd 20 ft.; AC 20 (touch 11, flat-footed 19); Atk +12/+7 melee (2d6+6/crit 17–20, greatsword) or +9/+4 ranged (1d8+2/crit ×3, composite longbow); SA *psionics;* SR 13; AL NE; SV Fort +7, Ref +3, Will +3; Str 14, Dex 12, Con 13, Int 11, Wis 8, Cha 10.

Skills: Climb +8, Spot +4. *Feats:* Improved Critical (greatsword), Iron Will, Point Blank Shot, Power Attack, Precise Shot, Sunder, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Psionics (Sp): At will—*clairaudience/clairvoyance, dimension door, mage hand, telekinesis;* 1/day—*plane shift*. These abilities are as the spells cast by a 16th-level wizard.

Possessions: +1 full plate, +1 greatsword, gauntlets of ogre power +2, 2 potions of cure light wounds, mighty composite longbow (+2) with 20 arrows.

Tactics: The githyanki try to set up situations in which they can use a full-attack action while only allowing their foes one attack. They accomplish this using their superior mobility, forcing opponents to come to them. The githyanki typically flank characters, then use *dimension door* to pop out of sight as described in the "Githyanki Combat Tactics" section.

† *Hall of Hope:* Any creature that enters this stronghold space gains a +2 morale bonus to saving throws, attack rolls, ability checks, skill checks, and weapon damage rolls while in the stronghold space (as if affected by an *emotion* spell of the hate variety; Will save, DC 14, negates, although most creatures aware of the effect voluntarily forego the save).

If a wizard creates this chamber, the DC is 16 and the market price is 14,000 gp.

Caster Level: 7th; *Prerequisites:* Craft Wondrous Item, *emotion; Market Price:* 10,500 gp.

3. GREAT HALL

This room has a number of round tables, each with eight chairs surrounding it. A long, rectangular trestle table stands atop a low platform at the edge of the room. Pennants and tapestries cover the walls, all depicting githyanki fighting mind flayers, githzerai, and in one tapestry, dwarves.

A door leads east. A wrought-iron spiral staircase leads upward and downward from here.

This is the meeting hall for the unit stationed in this tower. On the Astral Plane, meals are less necessary, so it was only occasionally used as a mess hall.

4. OFFICE

This room has a suit of plate mail standing on a rack, a massive marble-topped desk, and a map of Ruun-Khazai carved into the top of a huge oak table. Shields of various sizes, shapes, and conditions adorn the walls.

The desk belonged to the tower commander. A few papers can be found inside—mostly drill schedules, rosters, and maps showing military exercises carried out in the hills to the south.

The armor is masterwork full plate. It's spiked and has a locking gauntlet. The shields are trophies earned on the battlefield. They're all ordinary shields (many of them pretty beat up) gathered from a wide array of foes.

The map is a *greater map of tactics*, but it's not tracking anyone right now unless the loyalist githyanki have touched it. (It's certainly conceivable that they might have, if they've been through here already.)

† *Greater Map of Tactics:* This table (at least 5 feet by 5 feet) features a topographical map of the stronghold and the outlying area to a distance of one mile from the stronghold. When a person touches the map, a glowing icon representing her appears at the appropriate location on the map (Will save, DC 16, negates). The person can then leave the room and wander about as she likes. As long as she stays within the region represented on the *map of tactics*, the map shows just where she is. If she leaves the area and then returns, the map immediately picks up her presence again.

The map can track up to six people at a time for up to 18 hours each. The icon gives more than just location data on the tracked subjects. It also renders their status: unharmed, wounded, dying, disabled, unconscious, stunned, dead, and so on. Anyone within 5 feet of the map instantly understands how to read these icons properly.

If the maximum number of people are already being tracked, no additional people can be tracked until the time limit on one or more of the current subjects expires, or unless one of the current subjects returns to the map and touches it again.

Caster Level: 18th; *Prerequisites:* Craft Wondrous Item, *status; Market Price:* 36,000 gp.

5. ARMORY

This floor of the tower is one torus-shaped room full of racks, tables, and shelves covered with weapons and armor. Some of it shows a lot of use on the battlefield, while other pieces gleam as if they were never used.

Treasure: Here's an inventory of the armory:

- 85 suits of banded mail
- 12 breastplates
- 6 suits of masterwork chainmail
- 5 bucklers
- 10 large steel shields
- 75 greatswords
- 20 tridents
- 4 glaives
- 11 short swords
- 4 masterwork dire flails
- 50 composite longbows
- 800 arrows
- 15 heavy crossbows
- 200 crossbow bolts

6. BARRACKS

These rooms are basic: bare wooden bunkbeds along the walls, each with a trunk at its foot.

Githyanki soldiers rested here between battles and exercises. Each barracks has twelve bunkbeds and twelve chests.

Treasure: Each chest holds 2d10 gp, a *potion of cure light wounds*, and a spare uniform (including boots, gloves, and a pale blue tabard).

7. ROOF (EL 13 ON TOWER B)

This circular platform is guarded by crenellations along its perimeter. An iron trapdoor is sunk into the floor.

At the start of the adventure, there are two animated ballistas stationed here, but the loyalist githyanki destroy them after a 10-minute battle when the astral brig pulls into the dock.

The roof platform is enhanced with a *hall of hope* effect, similar to the one in the entryway (area **2**).

Creatures: Once the githyanki first squad has completely explored Tower B, the githyanki cavalry keep watch from this area.

Githyanki Cavalry, Rgr1/Ftr5/Blk3 (3): CR 9; Medium-size Outsider (evil); HD 9d10+18; hp 68, 65, 70; Init +0; Spd 20 ft.; AC 22 (touch 10, flat-footed 22); Atk +14/+9 melee (1d8+6/crit ×3, heavy lance) or +13/+8 melee (1d8+3/crit 19–20, long-sword); SA *psionics*, smite good; SQ *detect good*, dark blessing, command undead, aura of despair; SR 14; AL CE; Fort +14, Ref +4, Will +4; Str 17, Dex 10, Con 14, Int 10, Wis 10, Cha 13.

Skills: Concentration +6, Craft (swordsmith) +3, Hide +5, Knowledge (religion) +2, Ride +12, Wilderness Lore +4. *Feats:* Cleave, Power Attack, Mounted Combat, Ride-By Attack, Sunder, Track, Weapon Focus (heavy lance), Weapon Specialization (heavy lance).

Psionics (Sp): At will—*clairaudience/clairvoyance, dimension door, mage hand, telekinesis*; 1/day—*plane shift*. These abilities are as the spells cast by a 16th-level wizard.

Smite Good (Su): Once per day, the githyanki riders attempt to smite good, adding +1 to a single attack and +3 to damage.

Aura of Despair (Su): Enemies within 10 feet suffer a –2 morale penalty on all saving throws.

Possessions: +1 full plate, +1 large metal shield, +1 heavy lance, cloak of resistance +1, gauntlets of ogre power +2, javelin of lightning, potion of cure serious wounds, potion of heroism, masterwork longsword.

Red Dragon Mounts (3): CR 7; Large Dragon (fire); HD 14d12+42; hp 130, 136, 134; Init +0; Spd 40 ft. fly 150 ft. (poor); AC 26 (touch 9; flat-footed 26); Atk +20 melee (2d6+7, bite), +15 melee (1d8+3, 2 claws), +15 melee (1d6+3, 2 wings), +15 melee (1d8+10, tail slap); Face/Reach 5 ft. × 10 ft./10 ft.; SA breath weapon, spells, spell-like abilities; SQ immunities, blindsight 90 ft., keen senses, darkvision 300 ft.; AL CE; Fort +12, Ref +9, Will +10; Str 25, Dex 10, Con 17, Int 12, Wis 13, Cha 12.

Skills: Concentration +17, Diplomacy +15, Intimidate +15, Jump +21, Listen +15, Search +15, Sense Motive +15, Spellcraft +15, Spot +15. *Feats:* Flyby Attack, Hover, Power Attack, Wingover.

Breath Weapon: 40 ft. cone of fire, 6d10 damage. Reflex save (DC 19) for half.

Sorcerer Spells (5/4): 0—*dancing lights, detect magic, detect poison, read magic*; 1st—*shield, true strike*.

Immunities: Sleep, paralysis, fire; double damage from cold except on a successful save.

Possessions: +1 chain shirt barding, exotic military saddle, bit and bridle.

8. KITCHEN

This room has a massive stove in the southeast corner, large tables, and shelves full of hardtack, dried meats, and other foods that won't spoil.

Githyanki don't need to eat on the Astral Plane, but they'd provision themselves here before taking missions to other planes. That's why the food is mostly preserved, despite the fact that food never spoils on the Astral Plane.

Karluth has constructed a secret door (Search check, DC 25) that connects to the tunnels that lead to the Heart of Ruun-Khazai.

9. SERVANTS' QUARTERS

This simple bedroom holds ten. The room holds neatly made straw beds and open shelves with dirty clothes on them.

Githyanki military units often have civilian slaves or servants to look after their gear, carry extra equipment, or perform other tasks beneath the dignity of the lich-queen's finest warriors.

THE PYRAMID OF THE SUBLIME (EL 13)

A pile of rubble about 300 feet across and 50 feet high at its apex still smolders slightly. Along the east edge of the ruins is a crumbling arch bearing the inscription "Pyramid of the Sublime."

The damage isn't really new; the timeless nature of the Astral Plane merely makes it seem so. The Pyra-

mid was once a wizards' academy run by Karluth, but he was forced to destroy it when the other wizards grew suspicious of his activities right before he conjured the psychic storm.

The devastation is nearly total. Only one salient feature of the structure remains: a tunnel that leads into the Heart of Ruun-Khazai. It's buried at the start of the adventure, but the githzerai raiders discover it (through Tardalis's *clairvoyance*) and begin digging their way inside.

The entire raiding party sets up base around the pyramid. The hellcats guard the perimeter while the two monk squads and Tardalis examine the rubble. When the tunnel is found, one squad remains to dig it out while the hellcats and the other squad head toward the Crystal Grotto. But if the characters arrive before that happens, they must face the whole raiding party at once.

The githzerai form the only group in Ruun-Khazai really willing to negotiate. However, they won't accept any sort of bargain that doesn't give them Ruun-Khazai when the dust settles. They are also extremely reluctant to let the PCs walk away with any really valuable magic, although they wouldn't object to the characters taking magic items or other gear from foes they defeat themselves. The githzerai have an initial attitude of Unfriendly (see page 149 in the *Dungeon Master's Guide*). Good roleplaying or a successful Diplomacy check (DC 35) is needed to convince Tardalis and his raiders to deal with the PCs.

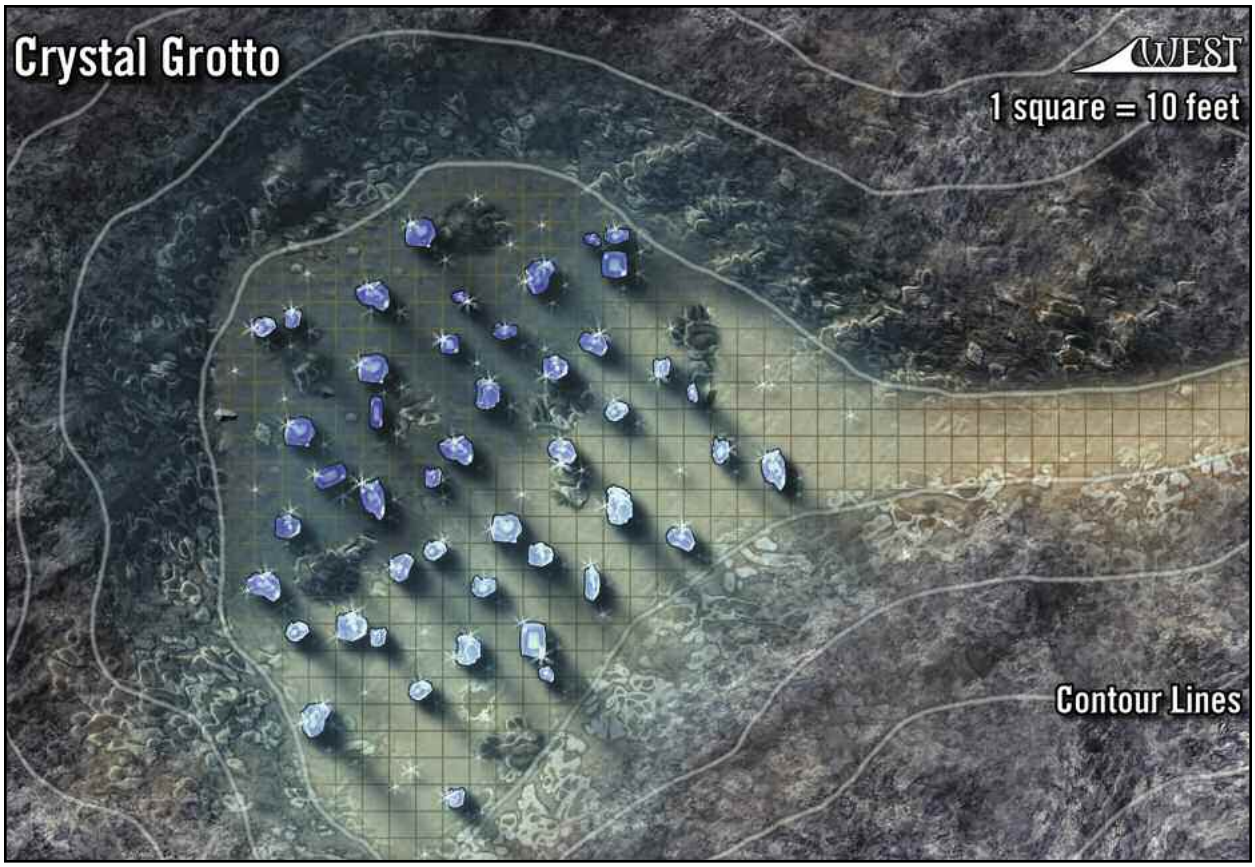
Tardalis, Githzerai Commander Sor13: CR 13; Medium-size Outsider; HD 13d4+26; hp 59; Init +2; Spd 30 ft.; AC 20 (touch 14, flat-footed 18); Atk +10 ranged (1d8+2/crit 19–20, light crossbow); SA spells; SQ *inertial armor, psionics;* SR 18; AL LN; Fort +6, Ref +6, Will +9; Str 8, Dex 14, Con 15, Int 10, Wis 12, Cha 24.

Skills: Concentration +18, Spellcraft +16. *Feats:* Combat Casting, Maximize Spell, Point Blank Shot, Spell Focus (Evocation), Spell Penetration.

Spells Known (6/8/8/8/7/7/5; base save DC = 17 + spell level, 19 + spell level for Evocation spells): 0—*arcane mark, dancing lights, detect magic, detect poison, ghost sound, light, mage hand, open/close, read magic;* 1st—*comprehend languages, magic missile, protection from chaos, shield, true strike;* 2nd—*endurance, glitterdust, invisibility, resist elements, web;* 3rd—*dispel magic, fly, haste, lightning bolt;* 4th—*confusion, dimension door, polymorph other, polymorph self;* 5th—*cone of cold, teleport, wall of force;* 6th—*chain lightning, mass haste.*

Psionics (Sp): At will—*daze, feather fall, shatter;* 1/day—*plane shift.* These abilities are as the spells cast by a 16th-level sorcerer.

Inertial Armor (Sp): Githzerai can use psychic force to block an enemy's blows. This gives them a +4 armor bonus as long as they remain conscious.



Possessions: +1 light crossbow, 10 *+1 crossbow bolts, cloak of charisma +6, ring of protection +2,* scroll of *disintegrate, amulet of health +2, wand of dispel magic* (14 charges).

Githzerai Raider Squad, Mnk8 (4): CR 8; Medium-size Outsider; HD 8d8+8; hp 47, 43, 49, 48; Init +3; Spd 50 ft.; AC 21 (touch 17, flat-footed 18); Atk +10/+7 melee (1d10+2, unarmed) or +9/+6 melee (1d6+3, kama) or +10 ranged (1d6+3, javelin); SA psionics, stunning attack; SQ evasion, still mind, slow fall 50 ft., purity of body, wholeness of body, leap of the clouds; SR 13; Fort +8, Ref +11, Will +11; Str 14, Dex 16, Con 12, Int 10, Wis 16, Cha 8.

Skills: Hide +14, Jump +15, Move Silently +15, Tumble +16. *Feats:* Dodge, Weapon Finesse (unarmed), Weapon Focus (unarmed).

Psionics (Sp): At will—*daze, feather fall, shatter.* These abilities are as the spells cast by a 16th-level sorcerer.

Inertial Armor (Sp): Githzerai can use psychic force to block an enemy's blows. This gives them a +4 armor bonus as long as they remain conscious.

Stunning Attack (Su): 8/day; Fortitude save, DC 17.

Possessions: +1 kama, +1 javelin, ring of protection +1, potion of bull's strength, potion of cure moderate wounds.

Tactics: If the PCs don't make a negotiation attempt, or even if they fail to approach in a conciliatory manner, the githzerai leap to attack. In combat, the monks use their *daze* power before closing to melee, if possible. They try to focus their attacks on one or two foes at a time, preferring to use their speed to reach enemy spellcasters first.

As soon as the githzerai become aware of the PCs, Tardalis casts *endurance.* In the first round of a developing combat, the monks rally around their commander, only launching an attack after he has cast *mass haste.* Tardalis also tries to cast fly on himself before combat erupts. He uses his increased mobility to great advantage, preferring to stay high above a battlefield and launch his long range spells from safety.

Development: The PCs could lose a potential ally if they annihilate the githzerai, but if they're set on taking Ruun-Khazai, they have no other choice than to face the githzerai in battle.

If his force is reduced to 75% of its original strength, Tardalis calls to parley after ordering remaining troops to retreat. At that point, he will concede Ruun-Khazai to the PCs (if that is their goal), but he warns that the PCs' dealings with other githzerai will be more difficult as a result.

CRYSTAL GROTTO (EL VARIABLE)

The surface of this shallow valley near the center of the planetoid is dotted with coal-black lumps. From

each lump emerges a silvery, crystalline growth that stretches from 10 to 20 feet tall. The crystals sing a wordless note that sounds eerily like a finger caressing the lip of a wine glass.

These crystals grow naturally in sheltered parts of Ruun-Khazai, forming a strange but thin forest in this valley. One can take cover and hide amid the crystals, which hold a secret that's not immediately apparent: If a crystal takes more than 10 points of damage, it explodes, dealing 5d6 points of damage (Reflex, DC 15 for half) to everything within 10 feet (including other crystals).

Creatures: Unless the PCs disrupt the timeline, the githyanki arrive here first, followed closely by the githzerai and their hellcat scouts. A pitched battle erupts, and if the PCs don't interfere, the githzerai accidentally discover the secret of the crystals, then use their *shatter* spell-like ability to decimate the githyanki (until the githyanki cavalry arrives).

Githyanki Second Squad, Ftr8 (4): hp 51, 56, 53, 52; see area **2** of the Four Towers for statistics and tactics.

Githzerai Raider Squad, Mnk8 (4): hp 38, 40, 40, 37; see the Pyramid of the Sublime description for statistics and tactics.

Hellcats (4): hp 52, 50, 51, 53; *Monster Manual* 48.

ELSEWHERE ON RUUN-KHAZAI'S SURFACE (EL 13)

The ground is stony and rough; land travel is slow. Low ridges block sight across the planetoid. Above is the sourceless silver light of the Astral haze.

Except for the areas within crystal forests, where the ground is smoother, the surface of Ruun-Khazai is trackless hill terrain (see Chapter 9 of the *Player's Handbook* for effects on overland movement). The surface of Ruun-Khazai is almost entirely deserted . . . almost.

Creatures: A pair of devourers haunt the dark landscape of Ruun-Khazai.

Devourers (2): hp 80, 77; *Monster Manual* 53.

Tactics: The devourers are loyal to Karluth, although they won't admit his existence to anyone. They tend to lurk along the ridges near the center of Ruun-Khazai, and they gleefully pounce on the aftermath of any battle, hoping to drain energy from the fallen—or the survivors.

Development: Once Karluth has revealed himself to the factions, he calls the devourers back to the Heart, where they act as his bodyguards.

HEART OF RUUN-KHAZAI

It's almost impossible to predict the course of the adventure by the time the PCs reach the Heart of Ruun-Khazai. But one thing is almost certain: Karluth awaits them, and he doesn't like visitors.

Unless otherwise noted, the features of the Heart of Ruun-Khazai are as follows:

Ceilings: All ceilings are 20 feet high unless otherwise specified.

Walls, Floors, and Ceilings: All interior building surfaces are constructed of hewn stone.

Interior Walls, Floors, and Ceilings: 3 ft. thick; hardness 8; hp 540; Climb DC 22.

Doors: Doors are made of a tangle of magically augmented bone. A successful turning check can open or destroy the nearest door, which is treated as a 12-HD undead creature for this purpose only.

Bone Doors: 6 in. thick; hardness 6; hp 60.

Light: Hooded lanterns with *continual flame* spells light each room unless otherwise specified.

HEART OF RUUN-KHAZAI ENHANCEMENTS

These effects are in place in every room of the Heart except area **8**, which doesn't have a *forbidding sigil*.

Inscriptions of Vacancy: Everyone within this stronghold space becomes undetectable to scrying. In fact, to them it appears as if the room is entirely empty of people and devoid of activity, no matter how many people are in it or what they are doing.

These inscriptions are often used on areas that need to remain secure, such as throne rooms or war counsel rooms. No decent kingdom is without at least one such room in its leader's stronghold.

Caster Level: 9th; *Prerequisites:* Craft Wondrous Item, *false vision; Market Price:* 22,500 gp.

Forbidding Sigils: These inscriptions guard a stronghold space from unwanted visitors—extraplanar or otherwise. It has two effects: First, the area is sealed from extradimensional travel into it, including *dimension door, teleport, plane shift,* and summoning spells. Second, creatures with alignments different from the caster's cannot enter the area. Creatures whose alignments differ in one aspect (lawful evil vs. chaotic evil, for example) take 3d6 points of damage and are hedged out. Creatures whose alignments differ in two aspects (chaotic good vs. lawful neutral) take 6d6 points of damage and are hedged out. A successful Will save (DC 19) negates both effects, but if the save is failed once, future attempts automatically fail.

Dispel magic automatically fails against *forbidding sigils* unless the dispeller is 11th level or higher.

Caster Level: 11th; *Prerequisites:* Craft Wondrous Item, *forbiddance; Market Price:* 12,200 gp.

1. CHAPEL (EL 11)

This room has black marble walls and a ceiling of pale blue mosaic stone supported by white pillars along the walls. Pews line the center of the room, all facing toward an empty black wall where an altar would ordinarily stand. A statue of a 10-foot-tall githyanki in long robes stands near the entry door, pointing at the blank wall.

This is Karluth's chapel, where he meditates to regain his divine spells. He doesn't have a patron deity, so there aren't specific religious trappings here.

Creature: The statue is a stone golem set to attack anyone who is not Karluth, Le'eska, or a devourer. It waits until everyone is in the room before attacking.

Stone Golem: hp 80; *Monster Manual* 108.

2. LIBRARY

This cylindrical room is 40 feet high. Along the walls, floor to ceiling, are shelves crammed with books. A sliding ladder attached to a brass rail allows access to high shelves. A desk and a single chair also furnish this room.

This is Karluth's personal library and is a treasure trove of lore. The collection here grants a +2 circumstance bonus to the following checks: Knowledge (arcana), Knowledge (history), Knowledge (nobility and royalty), Knowledge (religion), Knowledge (the planes), and Knowledge (nature).

Treasure: The books are worth about 6,000 gp.

3. STORAGE (EL 10)

This room is full of crates, chests, and other storage containers.

It takes several hours to search through all the unmarked containers in this room. Most of the contents are perfectly ordinary (alchemical reagents, blank parchment, food, and so forth). However, in a trapped, lead-lined strongbox rest two swords: a githyanki *silver sword* and the broken shards of the once-mighty greatsword named *Fedifensor*.

Trap: This energy drain trap is particularly damaging before a showdown with Karluth. The *true seeing* trigger means that the trap springs on the nearest PC even if he or she is invisible or ethereal, and it strikes true even if the target is the subject of a *blur* or *displacement* effect. The trap resets after 1 round, picking a random target each round after the first.

Energy Drain Trap: CR 10; magic device; visual trigger (*true seeing*), automatic reset; Atk +8 ranged touch; spell effect (*energy drain*, 17th-level wizard, Fortitude save [DC 23] negates, 2d4 negative levels for 24 hours); Search (DC 34); Disable Device (DC 34).

Treasure: A *silver sword* is a *+3 greatsword* that looks much like a standard githyanki weapon. However, when drawn in melee, the blade transforms into a column of silvery liquid, altering the weapon's balance round by round as the blade's shape flows and shimmers. In the hands of someone without the appropriate Exotic Weapon Proficiency feat, the weapon is clumsy (–4 penalty to attack rolls) and possesses only its enhancement bonus. A proficient user on the Astral Plane, however, is able to attack the silver cord that connects the astral form to its material counterpart. The normally insubstantial cord is treated as a tangible object with the owner's AC, hardness 10, and 20 hit points (see "Attack an Object" on page 135 in the *Player's Handbook*). A silver cord visibly trails 5 feet behind an astral traveler before fading into the astral medium. Attacking it draws an attack of opportunity from the astral traveler.

When the cord is damaged, the astral traveler must succeed at a Fortitude save (DC 13) or be immediately forced to return to its body—which might be a good idea anyway if the traveler is not up to fighting githyanki on their home plane. Severing the silver cord completely destroys utterly both the astral form and the body on the Material Plane.

Caster Level: 11th; *Prerequisites:* Craft Magic Arms and Armor, creator must be a githyanki; *Market Price:* 98,350 gp; *Cost to Create:* 49,000 gp + 3,920 XP.

Development: Reassembling *Fedifensor* is a matter for another adventure. Its powers and abilities are left for the DM to flesh out.

4. OFFICE (EL 9)

This room has long benches along the east and west walls and a desk made of what appears to be human flesh stretched across a framework of bone.

This is Karluth's office, which he rarely uses.

Trap: Approaching the desk sets off the *incendiary cloud* trap and drops an iron plate (hardness 10, hp 90) over the door. The trap triggers as soon as someone comes within 5 feet of the desk unless that person is Karluth or Le'eska, due to the *alarm* spell that serves as a trigger. Karluth becomes immediately aware of the PCs, if he isn't already, as the *alarm* trigger is mental. It resets in 1d4 rounds.

Incendiary Cloud Trap: CR 9; magic device; proximity trigger (*alarm*); automatic reset, spell effect (*incendiary cloud*, 15th-level wizard, Reflex save (DC 22) half damage, 4d6/round for 15 rounds); Search (DC 33); Disable Device (DC 33).

5. LIVING QUARTERS (EL 9)

This sumptuous room has a plush bed, gilded dresser, and a small sofa next to a low table. A woman in tight-fitting leather lounges on the sofa, stretching languorously.

Creature: The woman is Le'eska, Karluth's paramour and companion throughout the last century. She uses all her wiles to turn the characters against each other or otherwise divert them.

Le'eska, Advanced Succubus: CR 9; Medium-size Outsider (chaotic, evil); HD 12d8+24; hp 80; Init +1; Spd 30 ft., fly 50 ft. (average); AC 24 (touch 11, flat-footed 23); Atk +13 melee (1d3+1, 2 claws) or +15 melee (1d4+2/crit 19–20, *+2 dagger*); SA spell-like abilities, energy drain, summon tanar'ri; SQ damage reduction 20/+2, tanar'ri qualities, alternate form, tongues; SR 12; AL CE, Fort +10, Ref +9, Will +10; Str 13, Dex 13, Con 15, Int 16, Wis 14, Cha 20.

Skills: Bluff +17, Concentration +14, Disguise +17, Escape Artist +13, Hide +13, Knowledge (arcana) +15, Listen +22, Move Silently +13, Ride +13, Search +15, Spot +22. *Feats:* Blind-Fight, Dodge, Mobility, Spring Attack.

Spell-like Abilities: At will—*charm monster, clairaudience/clairvoyance, darkness, desecrate, detect good, detect thoughts, doom, ethereal jaunt* (self plus 50 pounds of objects only), *suggestion, teleport without error* (self plus 50 pounds of objects only); 1/day—*unholy blight*. These abilities are as the spells cast by a 12th-level sorcerer (save DC 15 + spell level).

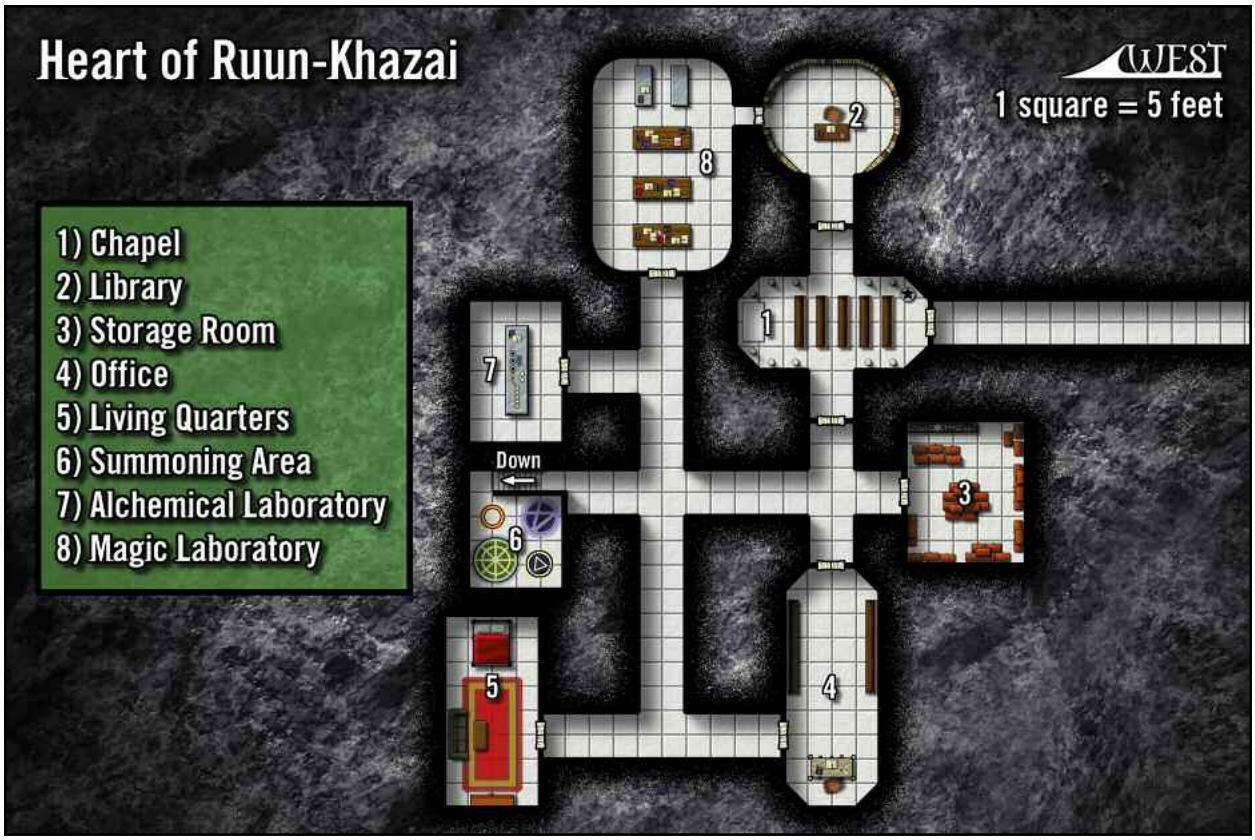
Energy Drain (Su): the succubus's kiss or embrace bestows one negative level; the victim must succeed at a Wisdom check (DC 15) to even notice. The Fortitude save to remove the negative level has a DC of 18.

Possessions: +2 leather breastplate (treat as *+2 leather armor*), *+2 dagger*.

Tactics: Le'eska is loyal to Karluth, but flees rather than face certain death. When the characters enter, she uses *charm monster* on a weak-willed PC. If successful, she follows this attempt with a free quickened *suggestion* to another PC to go patrol the halls until she comes to retrieve him.

If attacked, Le'eska uses her energy drain kiss on a PC, followed by a quickened *teleport without error* out into the hallway. She tries to use *charm* and *suggestion* to bring a group to its knees, then uses her energy drain power to finish the now pliable PCs. If dropped to less than one-quarter her hit points and given the change, she *teleports* away.

Ad-hoc Experience Award: Le'eska is much more challenging than a normal succubus. Award 100% more experience for defeating her.



6. SUMMONING AREA

This sunken room holds nothing but four summoning circles etched into the marble floor. They are apparently empty.

They really are empty—for now.

7. ALCHEMICAL LABORATORY

A massive table is covered with beakers and other glassware, all of which looks brand new—almost as if it had never been used. Slate walls are covered with chalk diagrams and formulas.

This room serves as Karluth's alchemical laboratory. It's not apparent at first glance, but the equipment is top-notch. Karluth rarely uses it, however.

8. MAGIC LABORATORY (EL 17)

Blackboards span the walls of this room and are so covered with arcane sigils and notations that they almost hurt the eyes. The marble tile floor is free of dust. Four basins—one on each wall—are empty, but each has a water-barrel suspended above it on a hinged platform. Tables are covered with parchment, books, and various material components like insect parts, plants, and bits of ore.

Creature: If Karluth isn't elsewhere, he's here. And if the characters find him here, they're in for the fight of their lives.

Karluth, Male Githyanki Wiz15/Clr2: CR 17; Medium-size Outsider (evil); HD 15d4+30 plus 2d8+4; hp 80; Init +6; Spd 30 ft., fly 210 ft. (good); AC 16 (touch 14, flat-footed 14); Atk +7/+2 melee (1d6–1, *staff of frost*) or +10 ranged touch attack (as per spell); SA psionics, rebuke undead 4/day; SQ cast divinations at +1 caster level, use scrolls and other magic devices as a 16th-level wizard, familiar; SR 22; AL NE; SV Fort +14, Ref +11, Will +18; Str 8, Dex 15, Con 14, Int 25, Wis 15, Cha 12.

Skills: Concentration +22, Craft (armorsmith) +11, Craft (weaponsmith) +11, Spellcraft +27, Knowledge (arcana) +25, Knowledge (the planes) +25, Knowledge (religion) +16, Knowledge (architecture and engineering) +12, Scry +22. *Feats:* Craft Magic Arms and Armor, Craft Staff, Craft Wondrous Item, Extend Spell, Forge Ring, Improved Initiative, Scribe Scroll, Spell Penetration, Spell Focus (Necromancy), Spell Focus (Evocation).

Psionics (Sp): At will—*clairaudience/clairvoyance, dimension door, mage hand, telekinesis;* 1/day—*plane shift.* These abilities are as the spells cast by a 16th-level wizard.

Familiar: Karluth's familiar is Sekyi, a githyanki screech-lizard. It's statistically identical to a bat familiar and has 40 hit points.

Wizard Spells Prepared (4/6/6/6/5/5/4/3/1; base save DC = 17 + spell level, 19 + spell level for Evocation and Necromancy spells): 0—*dancing lights, detect magic* (×2), *read magic*; 1st—*mage armor, magic missile* (×3), *shield, shocking grasp*; 2nd—*shield* (extended), *cat's grace, detect thoughts, endurance, ghoul touch, spectral hand*; 3rd—*blink, dispel magic, displacement, haste* (×2), *vampiric touch*; 4th—*displacement* (extended), *enervation* (×2), *Otiluke's resilient sphere, stoneskin*; 5th—*dismissal, hold monster* (×2), *wall of force, improved invisibility* (extended); 6th—*disintegrate, eyebite, greater dispelling, summon monster VI*; 7th—*prismatic spray, project image* (extended), *summon monster VII*; 8th—*summon monster VIII*.

Spellbook: 0—all; 1st—*alarm, mage armor, magic missile, message, Nystul's undetectable aura, obscuring mist, shield, shocking grasp, unseen servant*; 2nd—*arcane lock, bull's strength, cat's grace, detect thoughts, endurance, ghoul touch, invisibility, magic mouth, spectral hand*; 3rd—*blink, dispel magic, displacement, fly, haste, lightning bolt, nondetection, summon monster III, vampiric touch*; 4th—*charm monster, enervation, ice storm, improved invisibility, Otiluke's resilient sphere, stoneskin, summon monster IV, wall of ice*; 5th—*cone of cold, contact other plane, dismissal, hold monster, summon monster V, teleport, wall of force*; 6th—*control weather, disintegrate, eyebite, greater dispelling, legend lore, project image, summon monster VI*; 7th—*limited wish, prismatic spray, sequester, summon monster VII*; 8th—*horrid wilting, prismatic wall, summon monster VIII*.

Cleric Spells Prepared (4/3+1; base save DC = 12 + spell level, 14 + spell level for Evocation and Necromancy spells): 0—*cure minor wounds* (×2), *detect poison, purify food and drink*; 1st—*cure light wounds* (×2), *Nystul's undetectable aura*, shield of faith*.

*Domain spell. *Domains:* Knowledge (divinations cast at +1 cast level), Magic (use scrolls, wands, and other devices with spell completion or spell trigger activation as a 16th-level wizard).

Possessions: Carpet of flying (3 ft. by 5 ft.), *headband of intellect +6, staff of frost* (19 charges), *amulet of natural armor +2, ring of protection +2, pink and green ioun stone, incandescent blue ioun stone, cloak of resistance +4*, scroll of *true seeing*, scroll of *wall of force*, scroll of *sequester*.

Tactics: By the time PCs encounter Karluth, he should be well aware of their presence in Ruun-Khazai due to his *clairaudience/clairvoyance* ability. He has already cast his long duration spells (*mage armor, cat's grace*, and *endurance*). If he knows the PCs are on their way to confront him (knowingly or not), he casts the rest of his power-up spells (*stoneskin*, extended *shield*, extended *displacement, improved invisibility*, and *Otiluke's resilient sphere*). In the first round of combat, he then casts *haste* and *summon monster VIII* (assuming he isn't in an area of the Heart that doesn't allow summoning), followed by a quickened offensive spell (remember the effects of the Astral Plane on spellcasting).

Karluth fights to kill, but he doesn't hesitate to try to escape if it starts to look bad for him. He might also try to parley with the PCs if he thinks he can convince them he only wants to avoid being consumed by the

ENCOUNTER LEVEL CHART

Summarized below are the Encounter Levels (ELs) for all encounters in "Interlopers of Ruun-Khazai." Encounters are broken down by the three major locations in the module.

Note that because of the roaming nature of the inhabitants of Ruun-Khazai, all encounter areas can vary as you desire.

Sanctum Dome

Area	Encounter Description	EL
1	Animated Ballistas (4)	13
22	Noble Salamanders (2)	11

Four Towers

Area	Encounter Description	EL
–	Madivh, Githyanki Ftr13; Calli'tao, Githyanki Wiz11; Baur, Cambion Clr11 Githyanki Rgr1/Ftr5/Blk3 (3) Red Dragon Mounts (3)	16
2	Githyanki First Squad, Ftr8 (4)	12

Pyramid of the Sublime

Area	Encounter Description	EL
–	Tardalis, Sor13 Githzerai Mnk8 (4)	13

Crystal Grotto

Area	Encounter Description	EL
–	Githyanki Ftr8 (4) Githzerai Mnk8 (4) Hellcats (4)	varies

Elsewhere on Ruun-Khazai's Surface

Area	Encounter Description	EL
–	Devourers (2)	13

Heart of Ruun-Khazai

Area	Encounter Description	EL
1	Stone Golem	11
3	Energy Drain Trap	10
4	Incendiary Cloud Trap	9
5	Le'eska, Advanced Succubus	9
8	Karluth, Githyanki Wiz15/Clr2	17

lich-queen and eventually sever her hold on the githyanki people (although not entirely true, it's close enough to the truth—Karluth is much more self-serving that he would let on in such a situation).

CONCLUSION

If the characters manage to defeat Karluth, the loyalist githyanki, and the githzerai raiders, then Ruun-Khazai is theirs—at least until the githyanki make another attempt to retake it.

If the characters retreat too often or for too long, Karluth starts to get sacrificial victims by force, culling them from isolated settlements on the Material Plane. He *plane shifts* there, uses his magic to gather as many prisoners as possible, then returns to Ruun-Khazai. If the PCs return after spending a few weeks recuperating, they might find that Karluth needs only one or two more sacrifices for his *summon psychic storm* spell.

In such a multisided fight, it's possible that the PCs might find common cause with one of the factions vying for control of Ruun-Khazai. Such diplomatic efforts are difficult, but by no means impossible. The characters could find themselves in control of a major fortress and have powerful enough allies to keep it. Ω

David Noonan co-authored Manual of the Planes *and co-edited the* Epic Level Handbook *and* Deities and Demigods. *He's never had a tree fall on him.*

ANIMATED BALLISTA

Large Construct
Hit Dice: 8d10 (44 hp)
Initiative: +4 (Dex)
Speed: 50 ft.
AC: 23 (–1 size, +4 Dex, +10 natural), touch 13, flat-footed 19
Attacks: Slam +8 melee; or ballista +9 ranged
Damage: Slam 1d8+4; or ballista 3d6
Face/Reach: 5 ft. by 10 ft./5 ft.
Special Attacks: Special ballista bolts, trample
Special Qualities: hardness 10, construct qualities, blindsight 120 ft., find target, door opening
Saves: Fort +2, Ref +6, Will –2
Abilities: Str 16, Dex 18, Con —, Int —, Wis 1, Cha 1
Climate/Terrain: Any land and underground
Organization: Solitary or patrol (1–4)
Challenge Rating: 9
Treasure: None
Alignment: Always neutral
Advancement: 9–18 (Large); 19–24 (Huge)

This mechanical cross between a giant ant and a siege ballista generally patrols a stronghold. Though unintelligent, it's programmed with an array of defensive tactics, and its knowledge of the area it's protecting is unparalleled.

Only at first glance would an animated ballista be mistaken for its non-animated analogue. Instead of wheels, the animated ballista supports itself on six magically hardened legs arranged in forward and rear tripods. Its chassis is mostly the massive timbers and bow that support the ballista mechanism. The animated ballista can pull its own bowstring back and lock it into place. With a sizzle, a ballista bolt then appears from a nondimensional space.

COMBAT

The animated ballista prefers to stay at range and skewer the enemy with ballista bolts. It illuminates invisible foes with *faerie fire* bolts, hits obviously magical foes with *dispel magic* bolts, and fires *web*-spinning bolts to ensnare anyone who tries to flee the battlefield. The *flesh to stone* and *dismissal* ballista bolts are reserved for major threats. The animated ballista generally saves its *dimensional anchor* for enemy leaders who might otherwise get away.

Because it can open and close doors with *knock* and *arcane lock,* it often engages in a hit-and-run fight with intruders or locks them in a room for the stronghold's other denizens to handle later.

***Special Ballista Bolts* (*Sp*):** The animated ballista stores 100 normal ballista bolts in a nondimensional space and can reload as a free action. In addition, it can imbue a ballista bolt with one of the following qualities once per day each: *dimensional anchor, faerie fire, dispel magic, dismissal, flesh to stone, web.* If the ballista bolt hits, the target is hit by the spell effect as well. The special ballista bolts function as the spells cast by an 11th-level wizard.

Trample (Ex): An animated ballista can trample creatures of Small size of smaller for 1d8+4 points of damage. Opponents who do not make attacks of opportunity against the animated ballista can attempt a Reflex save (DC 14) to halve the damage.

Construct: Immune to mind-influencing effects, poison, disease, and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

***Find Target* (*Sp*):** An animated ballista hunts down an intruder or other enemy unerringly, as though guided by *discern location.*

Door Opening (Su): Twice per round as a free action, an animated ballista can open a door within 30 feet (as a *knock* spell cast by an 11th-level wizard) or lock one shut (as an *arcane lock* spell cast by an 11th-level wizard).

GITHYANKI

Medium-Size Outsider (Evil)
Hit Dice: 1d8+1 (5 hp)
Initiative: +1 (Dex)
Speed: 30 ft.
AC: 16 (+1 Dex, +5 breastplate), touch 11, flat-footed 15
Attacks: Masterwork greatsword +3 melee; or composite longbow +2 ranged
Damage: Greatsword 2d6; or composite longbow 1d8
Face/Reach: 5 ft. by 5 ft./5 ft.
Special Attacks: Psionics
Special Qualities: Psionics, SR variable (see text)
Saves: Fort +3, Ref +3, Will +1
Abilities: Str 10, Dex 12, Con 13, Int 11, Wis 8, Cha 10
Skills: Craft (armorsmithing) +2, Craft (weaponsmithing) +2, Search +4
Feats: Weapon Focus (greatsword)
Climate/Terrain: Any land and underground
Organization: Company (2–4 3rd-level fighters), squad (11–20 3rd level fighters, plus 2 7th-level sergeants, 1 9th-level captain, and 1 young red dragon), or regiment (30–100 3rd-level fighters, plus 1 7th-level sergeant per 10 members, 5 7th-level lieutenants, 3 9th-level captains, 1 16th-level supreme leader, and 1 adult red dragon per 30 members)
Challenge Rating: 1
Treasure: Standard
Alignment: Always evil (any)
Advancement: By character class

Githyanki are an ancient line of humanlike beings who reside in the Astral Plane. They are gaunt, averaging 6 1/4 feet tall and typically weighing around 170 pounds. They possess rough, yellow skin and black hair that is often pulled into one or more topknots. Their eyes gleam darkly, and their ears are pointed and serrated in back. They enjoy elaborate dress and baroque armor. They revere weapons and armor, and it is not uncommon for githyanki to show more regard for their panoply than for a mate.

Githyanki speak their own secret tongue, but most also know Common and Draconic. Like dwarves, githyanki are craftmasters, although they focus exclusively on items of warfare. Their items are distinctive, and nongithyanki who acquire them run the risk of immediate retribution should they encounter githyanki.

Most githyanki encountered outside their homes are fighters; however, wizards (called warlocks) and multiclass githyanki (called gish) are also found.

COMBAT

Githyanki are seasoned warriors, familiar with the tactical use of ambush, cover, and psionic sniper attacks from afar. However, they prefer to engage their enemies hand-to-hand so they can bring their devastating melee weapons to bear. Githyanki weapons are usually greatswords, bastard swords, and other particularly large-bladed weapons of special githyanki manufacture, all masterwork and each distinctively decorated and named. Githyanki wizards direct their powers with pinpoint accuracy to support their comrades in melee.

***Psionics* (*Sp*):** At will—*clairaudience/clairvoyance, dimension door, mage hand,* and *telekinesis*. Upon advancing to 8th character level, a githyanki can use *plane shift* once per day. These abilities are as the spells cast by a 16th-level wizard.

Spell Resistance (Ex): A githyanki has spell resistance of 5 + 1 per character level.

GITHYANKI SOCIETY

Mind flayers enslaved entire races, including the githyanki forerunners. Centuries of captivity bred hate, nurtured resolve, and finally instilled psionic powers. With mental armaments of their own and a powerful leader to rally behind (the legendary Gith), the slaves instigated a crossplanar struggle that, in the end, threw down the mind flayer empire, bringing freedom to the surviving slaves. However, these soon split into the racially distinct githyanki and their mortal enemies, the githzerai (see the Githzerai entry, below). Each constantly attempts the extinction of the other. This animosity has burned through the centuries, warping the githyanki into the evil, militaristic creatures they are today. Both peoples' hatred of the mind flayers knows no bounds, though, and they will break off hostilities to slay illithids if the opportunity presents itself.

Githyanki live within massive fortresses adrift in the Astral Plane. A fortress contains noncombatants (mostly children) equal to 20% of the fighting population.

The githyanki have no deity but instead pay homage to a lich-queen. A jealous and paranoid overlord, she devours the essence of any githyanki that rises above 16th character level. Besides eliminating potential rivals, the lich-queen enhances her power with the stolen life essence.

Red Dragon Pact: Githyanki have a racial pact with red dragons, who sometimes serve githyanki as steeds. Individually, githyanki gain a +4 racial bonus to Diplomacy checks when dealing with red dragons. In large groups, they can make temporary alliances with red dragons at the DM's option (see Organization, above).

GITHYANKI CHARACTERS

Fighter is the favored class of the githyanki. Githyanki are never clerics, unless they've forsworn the dreaded lich-queen (which is a dangerous and ultimately lethal choice). Some of the most powerful githyanki warlords are blackguards.

GITHZERAI

Medium-Size Outsider
Hit Dice: 1d8 (4 hp)
Initiative: +3 (Dex)
Speed: 30 ft.
AC: 17 (+3 Dex, +4 inertial armor), touch 13, flat-footed 14
Attacks: Dagger +2 melee; or composite longbow +4 ranged
Damage: Dagger 1d4; or composite longbow 1d8
Face/Reach: 5 ft. by 5 ft./5 ft.
Special Qualities: Psionics, inertial armor, SR variable (see text)
Saves: Fort +2, Ref +5, Will +3
Abilities: Str 10, Dex 16, Con 10, Int 8, Wis 12, Cha 11
Skills: Concentration +4, Search +2
Feats: Weapon Focus (dagger)
Climate/Terrain: Any land and underground
Organization: Fellowship (3–12 3rd-level students), sect (12–24 3rd-level students, plus 2 7th-level teachers and 1 9th-level mentor), or order (30–100 3rd-level students, plus 1 7th-level teacher per 10 adults, 5 9th-level mentors, 2 13th-level masters, and 1 16th-level sensei)
Challenge Rating: 1
Treasure: Standard
Alignment: Any neutral
Advancement: By character class

Githzerai are a hard-hearted, humanlike people who dwell in the plane of Limbo, secure in the protection of their hidden monasteries.

They are thinner and taller than humans, with sharp features, long faces, and eyes of gray or yellow. Severe and serious, the githzerai tend toward somberness both in dress and personality.

As a rule, githzerai are close-mouthed, keep their own counsel, and trust few outside their own kind. They speak their own language (similar enough to the tongue of the githyanki that either could understand the other if they chose to speak instead of fight), but many also speak Common.

Many githzerai are monks; however, sorcerers, rogues, and multiclass githzerai (called zerths) are also indispensable members of a monastery.

COMBAT

Githzerai do not fear being caught defenseless, because their bodies are weapons. Able to fight weaponless and armorless, githzerai monks yearn to bring the "good fight" to their enemies, the githyanki and mind flayers. In melee, githzerai sorcerers often use their powers to enhance the monks, psychic warriors, and rogues.

***Psionics* (*Sp*):** At will—*daze*, *feather fall*, and *shatter*. Upon advancing to 11th character level, a githzerai can use *plane shift* once per day. These abilities are as the spells cast by a 16th-level sorcerer.

***Inertial Armor* (*Sp*):** Githzerai can use psychic force to block an enemy's blows. This gives them a +4 armor bonus as long as they remain conscious.

Spell Resistance (Ex): A githzerai has spell resistance of 5 + 1 per character level.

GITHZERAI SOCIETY

The githzerai forerunners united under the command of the rebel Gith (see the Githyanki entry, above), and threw down the planespanning empire of the mind flayers. Once free, the former slaves split ideologically and eventually racially, becoming the githzerai and their foes, the githyanki. The githzerai's history of imprisonment was the foundation of their monastic lifestyle, where all githzerai learn from childhood how to eradicate potential oppressors and enemies of the line (anyone not a githzerai).

Githzerai live within self-contained, fortresslike monasteries hidden deep in the swirling chaos of Limbo. While disorder rules outside, stability holds sway inside. Each monastery is ultimately under the control of a sensei, a monk of at least 16th level, and follows a strict schedule of chants, meals, martial arts training, and devotions, according to a particular sensei's monastic philosophy. A monastery contains noncombatants (mostly children) equal to 15% of the fighting population. Githzerai males and females may be found in almost any role or class.

Rrakkma: As a special devotion, githzerai sometimes organize mind flayer hunting parties called rrakkma. A rrakkma consists of 4–5 githzerai of 8th level and 1–2 of 11th level, mainly monks, but also containing at least one sorcerer and possibly a rogue. A rrakkma does not return to its home monastery before slaying at least as many illithids as its membership.

GITHZERAI CHARACTERS

A githzerai's favored class is monk (such characters are of lawful neutral alignment).

CRITICAL THREATS

BY DUNGEON STAFF
ARTWORK BY JASON A. ENGLE

LORD FLAME

Flamebrother Salamander, Ftr1: CR 3; Small Outsider (Fire) (3 ft. 2 in. tall); HD 3d8+3 plus 1d10+1; hp 25; Init +1; Spd 20 ft.; AC 19, touch 12, flat-footed 18; Atk +7 melee (1d6+1 and 1d6 fire/crit ×3, masterwork light lance) or +6 melee (1d6+1 and 1d6 fire/crit ×3, halfspear) and +4 melee (1d4 and 1d6 fire, tail slap); SA heat, constrict 1d4 and 1d6 fire; SQ fire subtype; AL CE; SV Fort +6, Ref +4, Will +5; Str 12, Dex 13, Con 12, Int 14, Wis 15, Cha 13.

Skills: Craft (armorsmithing) +6, Craft (weaponsmithing) +7, Escape Artist +7, Hide +9, Listen +7, Ride +5, Search +7, Spot +7. *Feats:* Mounted Combat, Multiattack, Ride-By Attack.

Possessions: Chain shirt, buckler, masterwork light lance, halfspear, *potion of cure light wounds*, 3d6 gp in a chain pouch.

The powerful noble salamander sorcerer Ssizat once learned of a powerful wizard on the Material Plane who was massing an army to assault one of Ssizat's enemies, an azer named Umat, on the Elemental Plane of Fire. Hoping to garner an ally in the coming skirmish, Ssizat traveled to the Material Plane to negotiate with this wizard. Accompanying him was his usual retinue of forty trained thoqqua riders, two elder fire elementals, and six noble salamanders who served as his trusted council of advisors.

Unfortunately, Ssizat underestimated the cunning of his enemies. It was, in fact, the very enemy he hoped to ally with who had planted false rumors of this powerful wizard on the Material Plane, and it was this very enemy who had set up an ambush to destroy Ssizat.

A fierce battle raged, and the forces of Ssizat were quickly overwhelmed. To free himself from the chaos of the battle, he broke his *staff of the magi*, scattering friend and foe alike in the resulting release of pent-up magic. One of his thoqqua riders, a flamebrother named Erthuss, was thrown from his mount and into the underbrush nearby, where he fell unconscious. When he awoke, he immediately went to explore the battle site, only to discover that no trace of survivors could be found. Erthuss had been left behind.

Mounting his thoqqua companion, the devilish salamander surveyed the land to see whether he could find someone to send him home. In the first town he came to, he found that many of the things he touched burned to the ground, and the soft fleshlings who lived in such flammable buildings fled from him in terror. Erthuss reveled in their fear, and his sadistic nature found this aspect of the Material Plane enticing.

He wandered into the neighboring woodlands, where he eventually encountered the O'mak orc tribe. Although he did not speak their tongue, he recognized the craven and subservient nature of the orcs and challenged their tribal leader to a fight to determine who would rule the tribe. Erthuss prevailed.

Now, Erthuss, or Lord Flame as he prefers to be called, rules the O'mak tribe. After learning both the Orc and Common languages from his new clansfolk, he moved their home to a dormant volcano, the heat of which suits his nature. From there, he plots to extend his fiery reach farther than ever.

APPEARANCE

Lord Flame looks like 3-foot-long serpent with the muscled arms and torso of a humanoid creature, and a hawkish, cruel face. Wearing a blackened chain shirt of his own making and wielding weapons of scorched steel, his body flickers with flames generated by the heat of his own body. His scales are the typical red and black of his kind, but his gear, plus the presence of his thoqqua mount, Gerruth, sets him apart from other salamanders.

TACTICS

Lord Flame loves the thrill of melee combat, but he was trained to maximize his damage potential while making it hard to be struck in combat himself. His favorite tactic is to use his Ride-By Attack feat to maximum effect, charging up and past an enemy on Gerruth, then sprinting away after dealing double damage (from charging with a lance).

He is almost never without a large retinue of orcs, some of whom he has trained to fight on giant lizard mounts. Given enough time, Lord Flame hopes to assemble a large force of orc cavalry and spread his fiery destruction across the countryside. Already, other tribes have flocked to his banner, seeking the power and riches he promises.

DEVELOPMENT

The PCs might encounter Lord Flame's mounted orc barbarians and fighters while traveling near the clan's volcanic home. They could be scouting a village or small city nearby, or they might just be on a foraging run.

Alternatively, the PCs might be hired by a village that has already been raided by the O'mak tribe to seek out and destroy the villains. In this case, survivors of the raid would tell stories of the flaming snake-man who led the charge into the village, mounted on a worm with a head of lava. Ω

THE SWARM

BY TITO LEATI

ARTWORK BY BOB KLASNICH • CARTOGRAPHY BY CRAIG ZIPSE

Magic Items · Monsters · NPCs · Objects · Settlements · Traps

"The Swarm" is a D&D adventure for four 1st-level PCs. A dwarven PC might particularly enjoy this adventure, as it includes two opposing groups of dwarves and goblins whose reciprocal racial hatred is augmented by an old feud. In addition, the adventure features a new monster: the hive spider.

Hive spiders appear in the D&D novel *The Savage Caves*, by T.H. Lane, which can be found at your local bookseller.

BACKGROUND

Forty years ago, after many months of open warfare between goblins and dwarves, a search-and-destroy expedition led by Brokil Golkern (a mountain dwarf lord of great fame) exterminated a tribe of goblin raiders living on Mount Athrof. The goblins proved themselves worthy of the dwarves' undying enmity, as many dwarves were slain in the treacherous, meandering paths that crisscross the craggy surface of Mount Athrof before victory was finally achieved.

During the expedition, to his great delight, Brokil discovered a poorly exploited but huge vein of iron ore in enemy territory. He instantly knew that his crafty dwarves could turn this deposit into a rich mine. Unfortunately, too many of the dwarven lord's warriors had died in the recent struggle to leave a decent garrison in the newly conquered area. For this reason, Brokil decided to return home. Before he left, however, he drew an accurate map to record the location of the mine so his people could find it again without too much trouble.

In following years, the population of the Golkern clan increased, and Brokil's children reached adulthood. Now, four decades after their father's expedition, Brokil's two sons, Cenkil and Liff, have set out with a group of followers to explore the arid slopes of Mount Athrof and claim the iron mine there.

Brokil's sons are unaware that a goblin survivor of their father's raid—a cleric of Maglubiyet named Tlukkah—not only survived the dwarven assault forty years ago but also managed to eke out a living in his tribe's old stomping grounds.

Tlukkah did not escape the notice of the dwarven expedition forty years ago. They captured and tortured him. Brokil himself blinded the goblin with a hot iron during interrogation. Aware that his execution was imminent, Tlukkah made a desperate escape attempt, jumping off a cliff and plunging into a misty chasm. Informed of this, Brokil gave the goblin cleric up for dead. But Tlukkah was not killed by the fall. A subterranean pool at the bottom of the chasm saved him.

Six goblin children who had cleverly escaped the slaughter dragged Tlukkah's unconscious body from the pool. Thanks to them, Tlukkah was able to pray to Maglubiyet to heal his superficial wounds. However, his eyesight was lost forever.

Tlukkah adopted the goblin youths, and they became his eyes while he grew accustomed to his impairment. Above everything else, the cleric inculcated in his apprentices a ferocious hatred of dwarves, hoping that someday they might help him strike back at the Golkern clan.

Two decades after the destruction of Tlukkah's tribe, a strange arachnid monster called a hive spider queen moved into the area vacated by the goblins to start a new colony. Backed by his followers, Tlukkah confronted the queen, whose sight-scrambling ability had no effect on the goblin cleric. Impressed by this fact, the queen used her telepathy to converse with Tlukkah and forge an alliance. Tlukkah allowed the queen to spawn a large number of drones and learned how to control them with her consent. Through his link with the queen, the goblin cleric was also able to "see" again through the eyes of the drone hive spiders he commanded.

With the hive spiders as allies, Tlukkah plans to exact revenge against the Golkern clan, whose members have once again come to Mount Athrof.

BEGINNING THE ADVENTURE

The adventure opens with an overland journey across a mountainous area. The PCs are traversing a path called Ibex Walk near Mount Athrof. At one point, they must cross a stone bridge built near the convergence of two deep canyons ("Golkern's Bridge" on the map). Read or paraphrase the following:

> The trail continues over a deep rift thanks to a sturdy bridge set across a narrow, 20-foot-wide span of the chasm. The bridge is small and simple, but it was obviously built by skilled craftsfolk.

Brokil Golkern's engineers built the bridge forty years ago. Any dwarven PC who makes a successful Wisdom check (DC 10) or any other character who makes an appropriate Craft or Profession check (DC 15) recognizes the dwarven construction. Under the bridge, which is still safe, the chasm plunges 150 feet to the rocky bottom of Barghest's Rift.

The goblins of Mount Athrof can reach this place by means of a hidden path, whose entrance lies among the rocks about 180 feet north of Ibex Walk (see map). When they first cross the bridge, the PCs have no chance of spotting the hidden path.

Ten miles east of the bridge ("Spider Sighting" on the map), the PCs notice a small spiderlike creature (a hive spider drone) creeping among the rocks of a steep slope at a distance of 50 feet.

Creature: Tlukkah uses hive spider drones to survey the grounds of Mount Athrof. Thanks to his link with this particular spider, the goblin cleric becomes aware of the approaching PCs. The drone scuttles out of sight immediately. Only a PC making a successful Spot check against the hive spider's Hide check (the spider gets a +4 circumstance bonus for one-half cover) can target it with a ranged attack before it disappears in a tiny fissure in the rock. If the PCs kill the hive spider, they can study it.

Hive Spider Drone: hp 3; see the "Hive Spider" description at the end of the adventure.

Development: Tlukkah's ability to see through the eyes of the hive spiders gives him a unique tactical advantage, but you should not overuse it, as Tlukkah is not omniscient. Moreover, a snooping hive spider drone can always be spotted by a single random PC who makes a Spot check (opposed by the drone's Hide check). Taking out a snooping drone does not prevent Tlukkah from knowing the position of the PCs but earns the party some XP and reduces the total number of hive spiders in the area (see area **3** of Tlukkah's Lair for details).

For Tlukkah's statistics and how he controls hive spiders, see "The Goblin Cleric" sidebar.

A FAMILY ROW

This encounter takes place at the location marked "Dwarves' Camp" on the map. As the PCs continue their journey on the trail, they meet a group of seven dwarven fugitives who look like the survivors of a lost battle. Read or paraphrase the following:

> Ahead you hear two deep but excited voices, both grumbling and shouting in Dwarven. Where the trail intersects a narrow path that climbs north toward the mountaintop, you spot a campsite. Seven dwarves armed with bows and axes occupy the campsite. Two of them argue loudly, while the others stand and observe. Another figure, covered by a bloody blanket, lies on the dusty ground nearby.

The seven standing dwarves appear dirty and beaten. The figure lying on the ground—another dwarf—is dead. A rug is mercifully draped over his lacerated body. The two arguing dwarves are the most important-looking ones, quite young and bearing more than a passing resemblance to one another. They are quarreling about what the group should do. The other dwarves wait impatiently for the outcome of the row, occasionally glancing sadly at their dead friend.

If the PCs ask what is going on, they learn that the two quarreling dwarves are Cenkil and Liff Golkern, respectively the leader and the second-in-command of the group. The dead dwarf, an older individual, was Niefald, the cleric of the expedition (Clr2). The dwarves were ambushed the day before by a band of goblins, which threw a strange-looking net over them (see "Dwarves' Fight" on the map). As the goblins peppered them with arrows, a swarm of spiders came upon the unlucky dwarves stuck in the net. To escape that deathtrap, the dwarves were forced to retreat, leaving four of their number behind.

The dwarves are faced with a conundrum mostly centered on their recent failure. This is the reason for the argument between Cenkil and Liff.

• Cenkil, the elder brother (lawful neutral), is mostly concerned about the honor of his clan, which cannot risk another defeat. He is also worried for the loss of Niefald (whose body he personally carried away from the ambush site), and he wants to rush immediately back to his clan's home to have the cleric *raised* by a high priest of Moradin. Niefald, in fact, is an important advisor of Brokil Golkern, and Cenkil is afraid of being held responsible for the cleric's death. Cenkil knows that reaching the clan's home requires about as many days of travel as the cleric's body will stay preserved enough to be *raised*. He sees no reason to wait and wants to leave for home immediately.

• Liff, the younger brother (lawful good), fears that some of the four dwarves left behind are still alive—prisoners of the goblins or worse. He wants to make at least one attempt to rescue them before it is too late.

Creatures: The dwarves are the remnant of a bigger scouting group from the Golkern clan. The five surviving warriors under Cenkil Golkern's command have the following nicknames: Ironbrow, Claynose, Rustler, Merciless, and Lout (they also have matching looks and demeanors). The four missing-in-action dwarves are Twinbeard, Flatfoot, Trunk, and Digger. The dwarves are all armed with dwarven waraxes and shortbows.

Golkern Clan Soldiers, Male Mountain Dwarves Ftr1 (5): CR 1/2; Medium-size Humanoid (dwarf) (4 ft. 2 in. tall); HD 1d10+1; hp 7, 7, 6, 8, 9 (currently 5, 5, 4, 3, 3); Init +0; Spd 15 ft.; AC 16, touch 10, flat-footed 16; Atk +3 melee (1d10+1/crit ×3, dwarven waraxe) or +1 ranged (1d8/crit ×3, longbow); SQ dwarven traits; SV Fort +3, Ref +0, Wil +0; Str 12, Dex 10, Con 13, Int 10, Wis 10, Cha 9.

Skills: Appraise +2, Craft (metalworking) +2, Listen +2, Spot +2. *Feats:* Exotic Weapon Proficiency (dwarven waraxe), Weapon Focus (dwarven waraxe).

For Cenkil and Liff Golkern's statistics, see "The Golkern Brothers" sidebar.

THE HIVE SPIDERS ATTACK! (EL 3)

As the bickering between the brothers continues (Cenkil: "Irresponsible brat! We would fall to the next trap with our strength halved!" Liff: "Abandoning our friends is like murdering them! Dwarves do not leave their comrades behind!"), a swarm of hive spiders suddenly attacks the dwarves and the player characters as well.

Creatures: The hive spiders become visible at a distance of 50 feet. They automatically surprise the dwarves, as well as those PCs who are unable to beat the spiders' Move Silently check with a Listen check (with a –2 circumstance penalty for the Golkern brothers' loud argument).

Hive Spider Drones (10): hp 2 each; see the "Hive Spider" description at the end of the adventure for statistics.

Tactics: The hive spiders fight mindlessly until all of them are destroyed. Tlukkah controls them like automatons and can direct a maximum of eleven hive spider drones at one time (see "The Goblin Cleric" sidebar). Tlukkah always keeps one drone near him to act as his eyes.

Development: Immediately after the attack, the raspy voice of a screaming old goblin echoes in the canyon. The voice belongs to Tlukkah, who is hiding out of sight, but close enough that his voice carries through the twisting canyons (out of encounter range). The goblin cleric warns the dwarves that their doom is near, shouting in Goblin "Begone, filthy Golkern rats. You cannot defeat the swarm!" He adds that two of the missing dwarves are still alive and that both are going to die slowly and painfully. Of course, the wicked Tlukkah ends his speech with a gleeful cackle.

SCALING THE ADVENTURE

"The Swarm" is designed for 1st-level PCs, but it can be modified for parties of different sizes or levels. Consider adapting the adventure as follows:

2nd level: Add one expert level to Tlukkah. Add one warrior level to the goblins and add ten hive spiders to the hive (area **3**). Advance the hive spider queen to 3 HD, and add an average of 1d4 points of damage to each trap.

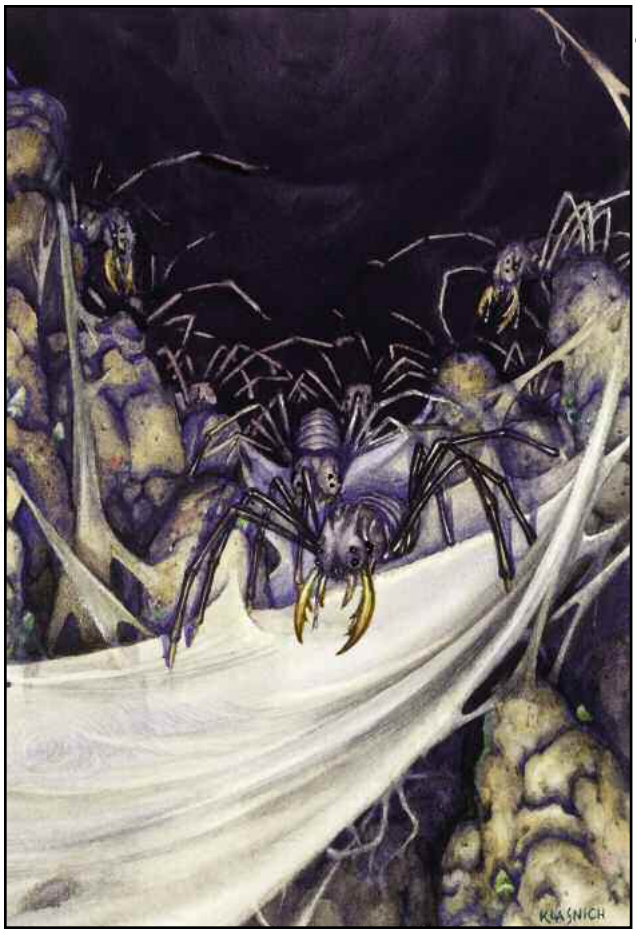
3rd level: In addition to the changes specified above, add one cleric level to Tlukkah and another warrior level to the goblins. Add ten more hive spider drones to the hive (area **3**), and advance the hive spider queen to 4 HD. Add an average of 2d4 points of damage to each trap.

If you do not find the idea of Liff going with the PCs interesting or simply dislike having an NPC accompany the party, have the dwarves give Brokil's map to the PCs and leave the mission entirely on their shoulders. In this case, Cenkil promises a reward of 250 gp per missing dwarf brought back to the Golkern clan, dead or alive. If the PCs don't have Liff's help, inexperienced parties of 2nd or possibly 3rd level might find the adventure as written challenging enough. If Liff goes with the party, you might want to adapt his level to that of the PCs; just keep him at the average level of the group, or within a single level to maintain adventure balance.

4th or 5th level: In addition to the changes specified above, give Tlukkah another level or two of cleric (keep him at or just above the party's level). You could also consider giving him an item that, on command, emits a deeper darkness spell centered on the wielder. This makes the final encounter much more challenging.

Also, advance the hive spider queen, paying special attention to her size. If she is advanced to the point that she can no longer move comfortably in some of the narrower tunnels, you might consider widening some of the tunnels to allow her a free range of movement. At this level, the drones won't be much of a challenge, but allow them to overwhelm foes with Aid Another grapple actions against the PCs.

Remember that changing the Encounter Levels should raise or lower the amount of treasure. As written, the adventure contains about 1,000 gp worth of treasure, with the possibility to earn a reward of up to 1,000 gp from the Golkern clan. Consult page 170 in the *Dungeon Master's Guide* (**Tables 7-2**, **7-3**, and **7-4**) to determine treasure appropriate to the new encounters.



WHAT TO DO?

After the defeat of the hive spiders, the surviving dwarves still have a dilemma. Only the PCs can solve it, furthering one of the two possible courses of action and possibly allowing the dwarves to take care of the other. They can go to raise Niefald (see "Back for the Dead" below) or try to save the missing dwarves (see "On for the Living"). In any case, the PCs, if they accompany the dwarves, have to fight the goblins and the hive spiders, for Tlukkah is determined to hunt down all intruders, whether they withdraw, advance, or just pass near.

BACK FOR THE DEAD (EL 4)

Returning Niefald's body to the Golkern clan's home is the less "heroic" choice for PCs. Eager to push the heroes in this direction, Cenkil Golkern offers them his four gems to escort Niefald's body to the clan's home. This way, he also hopes to discourage Liff from foolhardy actions.

If the PCs accept Cenkil's proposal, Liff is wise enough to give up his plan and follows his brother, grumbling all the way back.

Creatures: Knowing that his enemies are turning back, Tlukkah gathers all his troops and rushes to Golkern's Bridge to cut their retreat. The ambushing group consists of the goblin cleric, five bodyguards, and eleven hive spiders.

Tlukkah has prepared a makeshift demolition charge to destroy Golkern's Bridge. As the goblin

THE GOLKERN BROTHERS

Cenkil Golkern: Cenkil is, much like his father Brokil, a stubborn, brave, and strong mountain dwarf. He is disciplined to the point of being excessively single-minded about most things. He distrusts strangers and hates goblins with a passion. He is also obsessed with how his father judges his actions. Cenkil respects his brother Liff but considers him a little too soft-hearted for war.

Cenkil Golkern, Male Mountain Dwarf War2: CR 1; Medium-size Humanoid (4 ft. 6 in. tall); HD 2d8+2; hp 13 (currently 9); Init +0; Spd 20 ft.; AC 15, touch 10, flat-footed 15; Atk +3 melee (1d10+1/crit ×3, dwarven waraxe) or +2 ranged (1d6/crit ×3, shortbow); SQ darkvision 60 ft., stonecunning, +2 racial bonus on saves against poison and spells, +1 racial bonus on attacks against goblinoids; AL LN; SV Fort +4, Ref +0, Will +0; Str 13, Dex 10, Con 13, Int 11, Wis 10, Cha 9.

Skills: Appraise +3, Climb +4, Craft (metalworking) +2, Jump +4. *Feats:* Exotic Weapon Proficiency (dwarven waraxe).

Possessions: Chainmail shirt, small steel shield, dwarven waraxe, shortbow with 20 arrows, dagger, miscellaneous adventuring gear, *potion of bull's strength*, Brokil's map (see PC handout), four gems (worth 50 gp each), 27 gp in pouch.

Liff Golkern: Liff, the younger brother, is far less proud and suspicious than Cenkil. He shares his brother's bravery but is more curious and tolerant. "Although the life of a true friend is a perishable thing," he says, "it is more precious than a heap of imperishable gold." More philosophical and charming than the average member of his race and an accomplished lockpicker, Liff is just a bit lazy, which is almost a capital offense for many mountain dwarves.

Liff Golkern, Male Mountain Dwarf War1/Exp1: CR 1; Medium-size Humanoid (4 ft. 4 in. tall); HD 1d8+2 (War) plus 1d6+2 (Exp); hp 12 (currently 10); Init +0; Spd 20 ft.; AC 15, touch 10, flat-footed 15; Atk +1 melee (1d10+1/crit ×3, dwarven waraxe) or +3 ranged (1d6/crit ×3, shortbow); SQ darkvision 60 ft., stonecunning, +2 racial bonus on saves against poison and spells, +1 racial bonus on attacks against goblinoids; AL LG; SV Fort +4, Ref +2, Will +1; Str 11, Dex 14, Con 15, Int 12, Wis 9, Cha 11.

Skills: Appraise +5, Climb +5, Craft (metalworking) +4, Jump +4, Open Lock +5, Search +3. *Feats:* Exotic Weapon Proficiency (dwarven waraxe).

Possessions: Chainmail shirt, small steel shield, dwarven waraxe, shortbow with 20 arrows, dagger, thieves' tools, miscellaneous adventuring gear, *potion of sneaking*, 35 gp in pouch.

cleric attacks the encamped dwarves (see "The Hive Spiders Attack"), four of his bodyguards place the charge while the fifth keeps watch for enemies. The charge consists of 10-pound keg filled with an alchemical substance similar to gunpowder (see the *Dungeon Master's Guide*, page 163). To make it explode at the right moment, Tlukkah's bodyguards target the keg with arrows lit with flaming pitch. A natural outcropping 120 feet (two range increments) from the bridge provides the goblin archers with one-half cover (+4 cover bonus to AC). The keg has AC 10 and explodes when struck by the first flaming arrow, weakening the bridge to the point that any weight in excess of 50 pounds causes it to collapse.

The goblin archers wait until the PCs are within 60 feet of the bridge before shooting the keg with their arrows. Immediately after, Tlukkah orders his goblins and hive spiders to attack.

Tlukkah, Male Goblin Clr2/Exp2: hp 13; see "The Goblin Cleric" sidebar for statistics.

Tlukkah's Bodyguards, Male Goblin Ftr1 (5): hp 6 each; see area 1 of "Tlukkah's Lair" for statistics.

Hive Spider Drones (11): hp 2 each; see the "Hive Spider" description at the end of the adventure for statistics.

Tactics: Tlukkah and his goblins take the best cover available to them on the north side of Ibex Walk. This gives them one-half cover and places them about 120 feet (two range increments) from the PCs. Out of their lair, the goblins prefer to fight only from a distance, shooting arrows from cover and sending ten hive spiders forward as fodder. (The eleventh spider drone stays near the goblin cleric and serves as his "eyes.") The goblins retreat as soon as the attacking hive spiders have been killed.

Development: If Golkern's Bridge is damaged, the dwarves realize that there is no hope of repairing the bridge and raising Niefald in time. They bury the dwarven cleric and join the heroes to destroy the goblins. Otherwise, they try to leave Mount Athrof from the other side, journeying east along the Ibex Walk.

ON FOR THE LIVING

This is the most likely option pursued by good PCs, and the one that produces the most interesting story. If the PCs decline Cenkil's offer and decide to go with Liff, the latter accepts their help with joy. The other dwarves support Liff's resolution and remind Cenkil that it is up to "each dwarf to choose his own tunnel."

Awed by his little brother's bravery and seeing a rational solution to the dilemma, Cenkil hands Liff the map drawn by their father (see the Brokil's Map player handout) and embraces him: "You will be a hero or another dwarven skull on Mount Athrof," he says, giving the PCs a nod. After that, he orders his men to load Niefald's body on a makeshift stretcher and departs, heading west across Golkern's Bridge. Before leaving, Cenkil considers giving the party cleric Niefald's scroll of *entropic shield*. To obtain the scroll, the cleric PC must succeed in a Diplomacy check (DC 13) with a +2 circumstance bonus if the PC can speak Dwarven.

Development: Tlukkah does not ambush Cenkil's group at Golkern's Bridge and instead keeps all his forces to fight those who seem determined to invade his territory.

With Liff at their side, the PCs must explore the paths of Mount Athrof to save the dwarven prisoners before it is too late. As the party proceeds, Liff shows the PCs his father's map and tells them the story of Brokil's expedition. (You should determine the information available to Liff by referring to the "Background" section and the Mount Athrof area map provided on page 56.)

MOUNT ATHROF

Mount Athrof is an uneven mass of arid limestone that rises among a bigger mountain and two converging canyons: the Goblin Rift and the Horned Chasm. In ages past, heavy precipitation eroded the top of Mount Athrof, carving a natural labyrinth of passages in the soft rock. Only a few paths, carved over sections of the course of ancient streams, allow easy travel on the mountain heights. The trail that borders the south side of Mount Athrof was built centuries ago by the goblins, who hunted the many ibexes living on the south side of the mountain for fresh meat. Today, the ibex population is noticeably reduced, and only a few specimens can be seen climbing the slopes near the trail from time to time.

Unencumbered PCs move at normal speed on the Ibex Walk and at half speed on the lesser paths (which are about 20 feet wide) due to the broken and uneven walking surface. See page 143 in the *Player's Handbook* for information on poor walking surfaces. The cliffs that border the lesser paths average 20–30 feet high. Loose shale, dust, and rocks on the cliff faces makes climbing them difficult (Climb check, DC 20). Overland movement away from the paths is almost impossible by normal means and would require frequent and dangerous use of Climb, Jump, and Tumble skills.

The hidden paths marked on the Mount Athrof area map are very narrow trails (5 feet wide) known only by the goblins. Only one was discovered by Brokil's expedition; see the "Brokil's Map" handout. These paths are treacherous, half-subterranean passages that sometimes blossom into labyrinthine

clusters of tunnels ending in cul-de-sacs. Finding the entrances to them requires a successful Search check (DC 20, stonecunning applies). Unless a guide is available (such as a *charmed* goblin), successful navigation requires an Intuit Direction check (DC 15) every hour by the lead PC. If the check fails the first time, the party makes no significant progress and has a 50% chance of encountering a wandering choker. The check is automatically successful the third time.

Creature (EL 2): Hungry chokers prowl the twisting tunnels that occasionally intersect the hidden paths of Mount Athrof. As the heroes pass by, the choker attacks the last PC in line. It has no treasure.

Choker: hp 16; *Monster Manual* 36.

OLD SITES

These locations are represented by blue dots on the map. These are places visited by Brokil Golkern forty years before and marked on his map.

GOLKERN'S BRIDGE

The heroes have already traversed this bridge (see "Beginning the Adventure"). Here Tlukkah launches an all out attack on the dwarves and the PCs if the PCs decide to accompany Cenkil. In this instance, an alchemical explosive charge placed by the goblins also damages the bridge (see "Back for the Dead").

OLD GOBLIN BATTLE (EL 2)

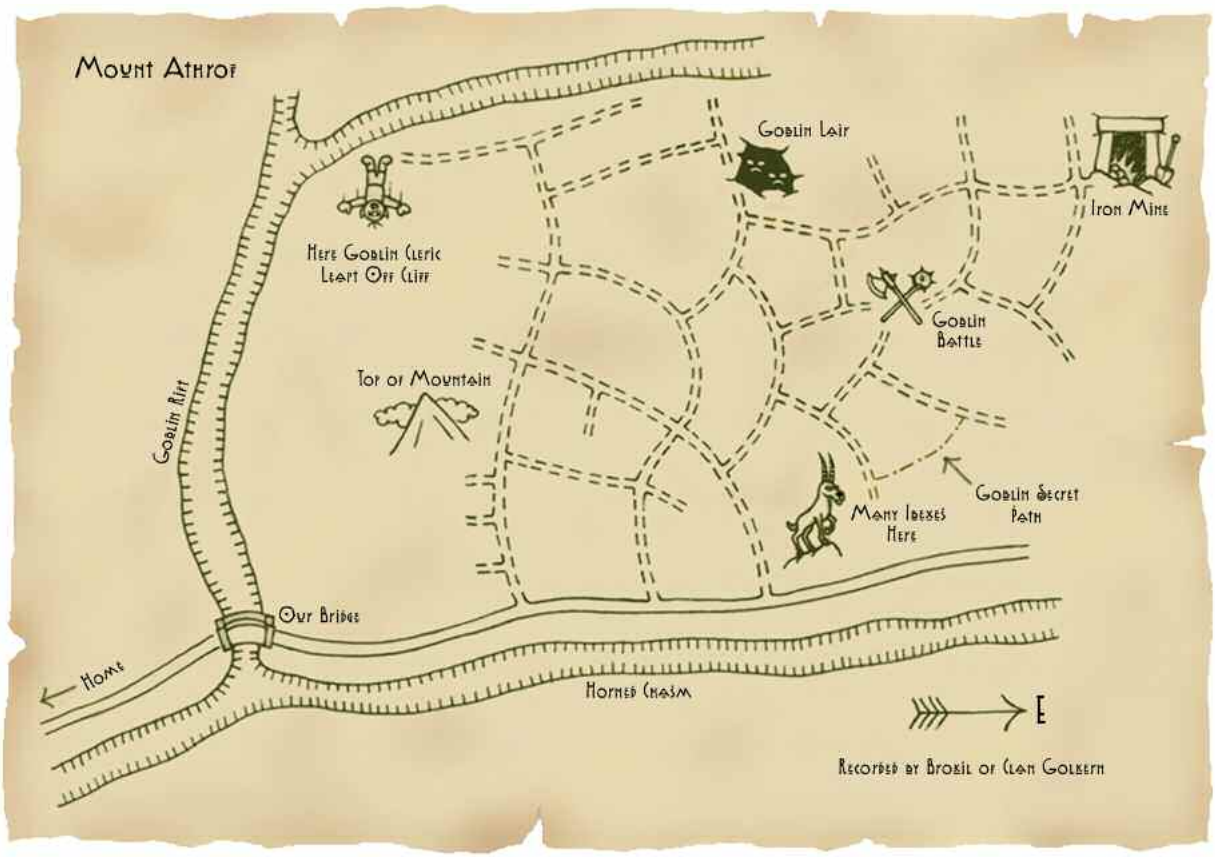
Forty years ago, dwarves and goblins battled each other in this open space, which measures several hundred feet wide. This also happens to be where Brokil and his dwarves captured Tlukkah.

Fragments of destroyed armor and weapons (both dwarven and goblinoid) can be found here and there, half buried in the dirt. In the middle of the open space rests a pile of charred rocks resembling a great cairn. North of the rocks can be found a dwarven graveyard. The twenty-three tombs, originally covered with heaps of stones, have been profaned and ransacked, and only a few scattered bones testify to the presence of the dwarven warriors' corpses in the uncovered sepulchers. Seeing this devastation (if he is with the heroes), Liff drops on his knees and vehemently invokes Moradin's revenge on the foul looters. The tombs were raided by the goblins, who carried the loot to area 4 of Tlukkah's Lair.

Every time the PCs traverse this area, they have a 50% chance of encountering a hungry, territorial mountain lion.

Creature: The lion pounces from one of the rocky ledges that hang over the dwarven graveyard. If it does not incapacitate a PC with its first full attack action, it escapes in the following round.

Mountain Lion: hp 17; *Monster Manual* 197 (use the leopard's statistics).



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OLD GOBLIN DWELLING (EL 2)

Tlukkah's tribesfolk occupied this small network of caves prior to the dwarven attack forty years ago. The old lair includes a guardroom beyond the entrance, a common area surrounded by a cluster of cubicles, a kitchen with a natural chimney, a storage cave, and several narrow tunnels once used as escape routes.

The goblin defenders made an awkward attempt to halt the dwarven invaders by triggering a cave-in, leaving the uncollapsed sections of the lair unfit for occupation. The uneven, 10-foot-high ceilings show many menacing cracks, but they are not in immediate danger of collapsing. Liff or a dwarven PC spots the fissures automatically; other PCs can make a Spot check (DC 10) to notice the cracks.

In one of the cubicles adjoining the common area lies the rotten corpse of a manticore that died a few weeks before. Any PC who rips open the manticore's chest and makes a successful Search check (DC 16) finds an intact malachite arrow tip (worth 100 gp) stuck in the monster's ribcage. The character making the unpleasant cut, however, has a 50% of contracting Cackle Fever (see the *Dungeon Master's Guide*, page 75). The chance of contracting the disease is halved if the PC protects her nose in some way from the stench of the manticore's exposed innards.

Nowadays, the only living inhabitants of the old goblin lair are four stirges (see Creatures).

The goblin lair had three escape routes, but two were discovered and plugged by Brokil's warriors. The unplugged escape route was too narrow for an adult goblin to pass through, but small enough to be used by the goblin children who have since become Tlukkah's bodyguards. To find the narrow escape route, the PCs must succeed at a Search check. Only a Small PC who succeeds at an Escape Artist check (DC 17) can navigate it.

An empty crystal vial (worth 5 gp) rests on the ground 60 feet down the narrow escape route. A label in Dwarven reads "invisibility." The goblin children took this potion from a slain dwarf and used it to escape.

After about 120 feet, the narrow escape tunnel comes to a dead end, having collapsed of its own accord years ago.

Creatures: The stirges attack only if the heroes enter the storage cave, where they doze during the day, or if the PCs camp for the night inside the cave complex.

Stirges (4): hp 5 each; *Monster Manual* 173.

IRON DEPOSIT (EL 2)

Here, on the face of a cliff, the PCs find a small, long-abandoned goblin mine with a crude smithy built nearby. What little equipment was used by the miners (shovels, pickaxes, metal buckets, wooden lifting machines) is now completely ruined. Nothing of value can be found here besides the mining resources sought by the Golkern clan.

Creatures: Two small earth elementals wandered into this area and were immediately attracted to the wonderful smell of rich iron ore. They've since decided to make the deposit into a new home and, in the manner of creatures accustomed to having their way, are protective of the newly acquired territory.

Small Earth Elementals (2): hp 11, 12; *Monster Manual* 82.

Tactics: The elementals attack as soon as the PCs enter the area, choosing two targets indiscriminately. They fight until one of them drops or both are reduced to 25% of their hit points, at which point they sink into the ground and disappear from sight.

TLUKKAH'S PLUNGE (EL 1)

In this place, according to Brokil's map, Tlukkah chose his own doom, jumping down the chasm that opens at the end of the path. The only memento of that tragic episode are some words in Dwarven etched on the rocky wall by an inspired member of Brokil's expedition (Search check, DC 9): "Lightness of being won't make you fly."

If a PC climbs down the chasm for 150 feet right under the spot where the words are etched, she finds a funnel-like cave with a pool of water at its bottom, the one into which Tlukkah fell. Climbing down the chasm is not too difficult (DC 15 without a rope—see the *Player's Handbook*, page 65), and the climber can easily take 10. If the party has enough rope, a PC can also be lowered in the chasm and hauled upward after taking a look. If a climbing PC falls, he drops into the pool of water through the cave (this might serve as a hint).

Creature: No one comes up here much anymore (Tlukkah avoids this place). A young dire bat recently found the chasm and leaves the cave to roam the canyons at night, feasting on rabbits, small mountain goats, and other tasty animals. If the PCs make a lot of noise at the top of the chasm or slide down into the pool, the bat, which has a wingspan of just over 6 feet, erupts from the chasm mouth to attack.

Juvenile Dire Bat: CR 1; Medium-size Animal; HD 2d8+4; hp 13; Init +5; Spd 20 ft., fly 40 ft. (average); AC 19, flat-footed 13, touch 15; Atk +3 melee (1d6+2, bite); SQ blindsight; SV Fort +5, Ref +8, Will +1; Str 15, Dex 20, Con 15, Int 2, Wis 12, Cha 6.

Skills: Listen +8*, Move Silently +8, Spot +8*.

*Dire bats receive a +4 racial bonus to Listen and Spot checks. These bonuses are lost if the creature's blindsight is negated.

Tactics: The dire bat likes the quiet, damp cave, but

not more than its life. If reduced to half its hit points, it flees into the canyons in search of a safer lair.

NEW SITES

These areas are represented by yellow dots on the map and are tied to recent events and new sites unknown to Cenkil and Liff, including Tlukkah's new abode.

SPIDER SIGHTING

Here, the PCs spot a hive spider drone for the first time (see "Beginning the Adventure").

DWARVES' CAMP

Here, the PCs encounter the Golkern brothers and their warriors (see "A Family Row").

DWARVES' FIGHT (EL 2)

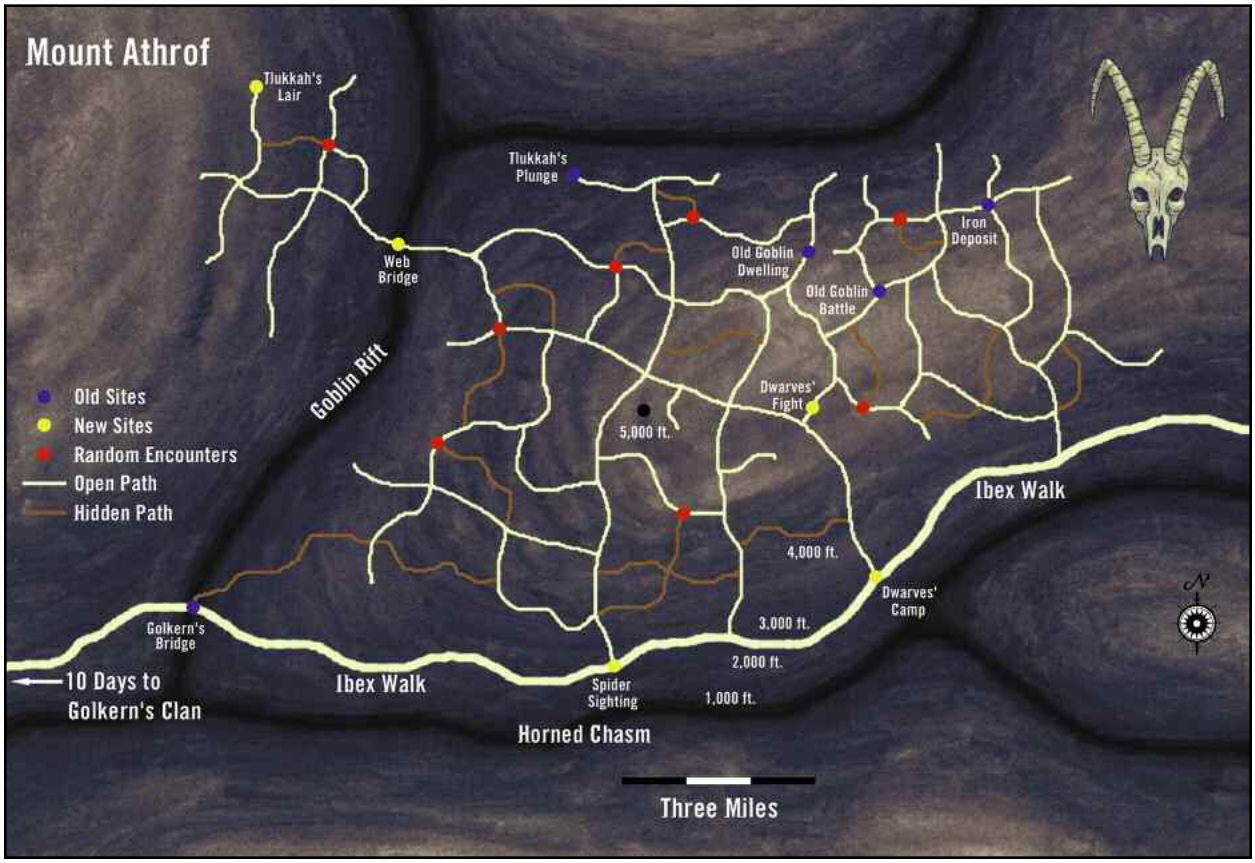
In the place where Tlukkah's forces first ambushed Cenkil's expedition, the path narrows to a tight gorge barely 10 feet wide. Liff can make an Intelligence check (DC 15) to remember the exact way from "Dwarves' Camp" to "Dwarves' Fight" on the area map. When the PCs arrive, the ambush site is deserted, but clues of what transpired remain:

> A huge net, bloodstained and lacerated, lies across the gorge ahead, spanning its width. Many splintered goblin arrows litter the rocky ground, where pools of red blood mingle with the foul, purplish ichor of at least ten crushed spider creatures.

The net's corners are tied to four 10-pound stones. Close inspection shows that the net is actually an enormous sheet of spider webs. One-inch-thick strands have been woven with a multitude of smaller threads as thin as human hair (hive spider threads). The web ropes are not sticky anymore but retain their flexibility and resilience.

No dead dwarves can be found here, although two horrible puddles of blood remain. Two of the missing dwarves (Twinbeard and Trunk) were torn to pieces and devoured where they fell. If Liff realizes this, he sheds a single tear; then his eyes light up with cold flames, and he asks the PCs to swear that they will let him deal the final blow to the goblin leader.

Before setting out to attack the escaped dwarves with a new swarm of hive spiders (see "The Hive Spiders Attack"), Tlukkah took the prisoners and loot from the ambush site to his lair. The wounded dwarven survivors were tied to poles, which the goblin shouldered and carried away. Jolting and dangling along the way, the two captives dropped a little blood here and there. Only a PC with the Track feat can try to follow the trail of blood on the ground (Wilderness Lore check, DC 20, with a +4 circumstance



bonus if the party has access to the scent ability). If the Wilderness Lore check succeeds, the tracker can follow the blood all the way to Tlukkah's Lair. Since effective movement on Mount Athrof is confined to the paths, the tracking PC can move as fast as the uneven ground allows without any penalty to the Wilderness Lore check (see the *Player's Handbook*, page 86).

Creature: A giant praying mantis caught the scent of freshly spilled blood and moved in to investigate the area just before the PCs arrive. Frustrated by the lack of actual prey and feisty due the nearness of its mating cycle, the mantis rushes to attack as soon as the PCs come into view.

Giant Praying Mantis: hp 26; *Monster Manual* 206–207.

Tactics: The mantis attacks the first creature it sees, using its improved grab and squeeze attacks to maximum effect. If reduced to one-third its total hit points, it attempts to flee into the air with whatever prey it currently holds in its claws. If it doesn't currently hold a character, it makes an attack action to grab someone and then attempts to fly away. If totally denied the pleasure of a fresh kill, it chitters in anger and fights to the death.

WEB BRIDGE

Here the Goblin Rift narrows to a width of just over 60 feet. A rope bridge spans the 120-feet-deep chasm and consists of hive spider webs braided into tough cables. The four main cables that support the bridge are 5 inches thick (hardness 4, hp 20, Break DC 28) and can support one ton of weight before breaking. The bridge is somewhat tottery but safe, as long as its weight limit is not exceeded.

No goblin sentinel watches the bridge, but a hive spider drone is constantly stationed here. When the PCs arrive, the drone is hanging from a strand under the bridge structure. Thanks to his empathic link with the drone, Tlukkah can sense vibrations on the bridge and is warned of trespassers.

Creature: This hive spider does not attack unless provoked. To see it under the bridge, the PCs must succeed at a Spot check against the spider's Hide check. Give the hive spider a +4 circumstance bonus to its Hide check due to the nearly total concealment afforded the creature.

Hive Spider Drone: hp 2; see "The Hive Spiders" description at the end of the adventure.

THE GOBLIN CLERIC

Tlukkah, a cleric of Maglubiyet, remembers the terrible suffering inflicted upon him by the Golkern clan. His hatred of the dwarves cannot be rivaled, and he dreams of skinning alive as many members of that race as he can. He is also a decent alchemist and has developed a primitive kind of black powder mixing coal and saltpeter, which he uses to create explosive booby-traps (see below). Tlukkah's black powder, however, is far from being suitable for firearm use and loses its potency a few weeks after its preparation.

Tlukkah is blind but keeps a hive spider drone with him at all times to supply him with a kind of "remote" eyesight. The empathic link with the hive spider queen, in fact, allows Tlukkah to "see" through the eyes of any drone in the immediate vicinity (out to a maximum range of 30 feet), as well as receive vivid impressions (but not specific visual information) from hive spider drones within 12 miles.

Tlukkah can control a number of hive spider drones equal to his Charisma score at any given time, and no more than double that number during a single day. As long as the hive spider queen wishes it, control over any drone can be established telepathically within 12 miles.

Tlukkah speaks Common and Goblin.

Tlukkah, Male Goblin Clr2/Exp2: CR 3; Small Goblinoid; HD 2d8–2 (Clr) plus 2d6–2 (Exp); hp 13; Init –1 (Dex); Spd 20 ft.; AC 12, touch 10, flat-footed 12; Atk +1 melee (1d8–2/crit ×3, battleaxe); SQ darkvision 60 ft., rebuke undead, spontaneous casting; AL NE; SV Fort +2, Ref –1, Will +7; Str 6, Dex 9, Con 8, Int 12, Wis 13, Cha 12.

Skills: Alchemy +9, Craft (trapmaking) +4, Hide +3, Knowledge (religion) +5, Listen +6, Spellcraft +4. *Feats:* Blind-Fight, Skill Focus (Alchemy).

Cleric Spells Prepared (4/3+1; base DC = 11 + spell level): 0—*cure minor wounds, detect magic, guidance, mending;* 1st—*bless, cure light wounds, protection from good*, random action.*

*Domain spell. *Domains:* Chaos (casts chaos spells at +1 level), Evil (casts evil spells at +1 level).

Possessions: Leather armor, battleaxe, dagger, wooden holy symbol (Maglubiyet), tanglefoot bag, 10 tindertwigs, personal "suicide" bomb, three blue quartz gems (10 gp each), 15 gp in pouch.

Tlukkah's "Suicide Bomb"

Tlukkah's personal suicide bomb consists of several tindertwigs connected to a wooden box full of primitive black powder, nails, and sling bullets. By tugging on a wire, Tlukkah can (as a standard action) cause the box to explode after a round of ominously ludicrous fizzling and sparking, dealing 3d4 points of damage to anyone within 10 feet (Reflex save, DC 11, for half). Of course, Tlukkah's gets no save if the bomb explodes on his person. Moreover, the gems and coins in the goblin cleric's pouch scatter in a 20-foot radius, making a Search check necessary to find them (DC 10 to find 1 gem and 5 gp, DC 20 to find 2 gems and 10 gp, DC 30 to find everything). The PCs can stop the bomb by dousing it with a quart of water (requiring a successful touch attack) or can simply escape its blast radius while the device's fuse is burning.

TLUKKAH'S LAIR

After the destruction of Tlukkah's tribe and the partial collapse of the old goblin dwelling, the cleric and his bodyguards settled in these caves. More recently, the hive spider queen set up her lair here.

The two dwarves captured by the goblins in a recent ambush, Flatfoot and Digger, have been carried here to be tortured at Tlukkah's leisure. Depending on how much time it takes the PCs to come to the rescue, one of both prisoners might be already dead (see area **5**).

1. ENTRANCE (EL 1)

Read or paraphrase the following boxed text once the PCs come within sight of the lair entrance:

> A low but broad cave mouth, partially choked by rocks and bushes, opens on a steep slope at the end of the mountain path. Hints to the recent passage of filthy creatures can be seen everywhere. Even from a distance, the darkness inside the cave seems to tremble with the evil of goblins and the almost alien nature of the spiders.

The entrance to Tlukkah's lair is only 5 feet tall but well over 10 feet wide. Before it, a wooden gate has been built to stop passage by everyone but hive spider drones, which can squeeze through the 1-foot-wide spaces between the poles with ease. Small PCs can pass between two poles with a successful Escape Artist check (DC 20). The gate can be easily raised from the inside by a web rope connected to a crude winch and pulley system.

Heavy Wooden Gate: 3 in. thick poles; hardness 5; hp 15; Break (DC 20); Lift (DC 18).

Creature: A goblin stands watch behind the gate, which provides one-quarter cover (+2 cover bonus to AC, +1 cover bonus to Reflex saves). The sentinel on duty leaves only to check the prisoners in area **3**, and does so only for a few minutes every other hour. Since one goblin is always stationed here, no more than five of Tlukkah's "boys" can ever be encountered outside the lair. These goblins shout obscenities and epithets at any dwarves present.

Tlukkah's Bodyguard, Male Goblin Ftr1: CR 1; Small Humanoid (Goblinoid); HD 1d10; hp 6; Init +1; Spd 30 ft.; AC 15, touch 12, flat-footed 14; Atk +4 melee (1d8+1, morningstar) or +3 ranged (1d6/crit ×3, shortbow); SQ darkvision 60 ft.; SV Fort +2, Ref +1, Will +0; Str 12, Dex 13, Con 11, Int 10, Wis 11, Cha 8.

Skills: Hide +5, Listen +4, Move Silently +4, Spot +4. *Feats:* Alertness, Weapon Focus (morningstar).

Possessions: Studded leather armor, morningstar, shortbow with 20 arrows, pouch containing 2d4 gp.

Tactics: If the goblin spots a PC, he shouts a warning to the other goblins, who usually reside in area **4**. Once the alarm is raised, Tlukkah rushes to area **3** to take control of a group of hive spider drones (to determine how many are still available, see area **3**), while the bodyguards rush to the entrance. Then, the cleric sends the drones through the gate to engage in melee while the goblins shoot arrows from inside.

Development: If the gate is about to be lifted, sundered, or burned down, or if the number of bodyguards is halved, the remaining goblins retreat to area **4** to make their last stand.

2. CORRIDOR (EL 1)

> A twisting, roughly hewn corridor leads farther down into the darkness. Patches of cobwebs

RANDOM ENCOUNTERS

Roll 1d8 and consult this table whenever the PCs reach a red dot on the Mount Athrof map. If an encounter comes up a second time, re-roll or choose another encounter.

1. Goblin Rock (EL 1)

Two goblins hide atop a ledge overlooking the path, gaining one-half cover against attacks from below (+4 cover bonus to AC). Using a wooden lever, the goblins push a big rock over the lip of the rise as the party passes below. The falling rock targets a random PC (+1 ranged, 2d4 points of damage). After that, the goblins shoot an arrow each before fleeing down the nearby hidden path. If the heroes hear or see the goblins lifting the rock (by making a successful Listen or Spot check opposed by the goblins' Move Silently and Hide checks, respectively), they are neither surprised nor flat-footed. In this case, both goblins retreat after dropping the rock.

To reach the ledge where the goblin stand, the PCs must climb to the top of the 20-foot-tall cliff that runs alongside the path (Climb check, DC 20). Otherwise, they must look for the entrance of the goblins' nearby hidden passage at ground level (Search check, DC 20). If trapped in the hidden passage, the goblins try to hide. The only thing left behind by the fleeing goblins is the wooden lever they used to lift the rock.

Male Goblin Ftr1 (2): hp 6 each; see area **1** of Tlukkah's Lair for complete statistics.

Development: If one or both goblins are slain, subtract them from the goblins encountered in area **4** of Tlukkah's Lair.

2. Goblin Crossbow Sniper (EL 1)

A lone goblin has wedged a heavy crossbow (taken from the captured dwarves) between two rocks and fires it from a narrow cleft in the rock wall on one side of the path, gaining nine-tenths cover (+10 cover bonus to AC). The goblin shoots the heroes when they come around a bend 120 feet from his position. The crossbow requires a full-round action to reload, so the goblin abandons it after the first shot and curses the PCs loudly (in Goblin). He then escapes through the hidden passage near his position.

Male Goblin Ftr1: hp 6; see area **1** of Tlukkah's Lair for complete statistics.

Development: If the goblin is slain, subtract him from the roster of goblins in area **4** of Tlukkah's Lair

3. Rolling Thunder (EL 3)

This encounter happens on a sloping section of the path. From a position similar to the one described in encounter #1 (see above), two goblins push a small keg of Tlukkah's black powder down the slope after lighting some tindertwigs attached to it. The goblins release the keg so that it tumbles down a rocky step near the heroes and explodes within 10 feet of the two lead PCs. The keg has the same effect as Tlukkah's personal suicide bomb (see "The Goblin Cleric" sidebar). After the explosion, the goblins shoot one arrow each (with one-half cover) before retreating into the nearby hidden path.

Rolling Bomb: CR 1; no attack roll necessary (3d4 fire damage to all within 10 feet); Reflex save (DC 11) for half.

Male Goblin Ftr1 (2): hp 6 each; see area **1** of Tlukkah's Lair for complete statistics.

4. Hive Spider Swarm (EL 2)

Seven hive spiders attack the party. These drones are not controlled by Tlukkah but by the hive spider queen herself. For this reason, they retreat after half their number are killed, climbing on the rough slopes flanking the path and disappearing from sight after 1 full round of movement.

Hive Spider Drones (7): hp 2 each; see the "Hive Spider" section at the end of the adventure.

5. Tlukkah's Speech (EL –)

After locating the PCs with his hive spider snoopers, Tlukkah speaks to them from a safe distance. His voices echoes menacingly throughout the mountain path, mocking the PCs for a few seconds before the goblin cleric moves away to avoid detection. Quotes might include the following:

"For each eye you destroy, Maglubiyet gives me twenty new ones!"

"Golkern! Thieves! Assassins! Your axes shall split the logs of your pyres!"

"Bree yark! The warm blood of your bearded friends will make delicious dinner wine!"

"This mountain is your tomb, foolish trespassers! I shall enjoy gnawing on your bones after you are gone!"

Feel free to concoct other insults and disparagements.

6. Tlukkah's Poetry (EL –)

On a rocky wall overlooking the path, scribbled in dwarven blood, the heroes find the following verse (in Common):

A dozen arrogant dwarves came
To steal a bit of their lord's fame.
But they will pay for what he wrought,
And perish all for naught.

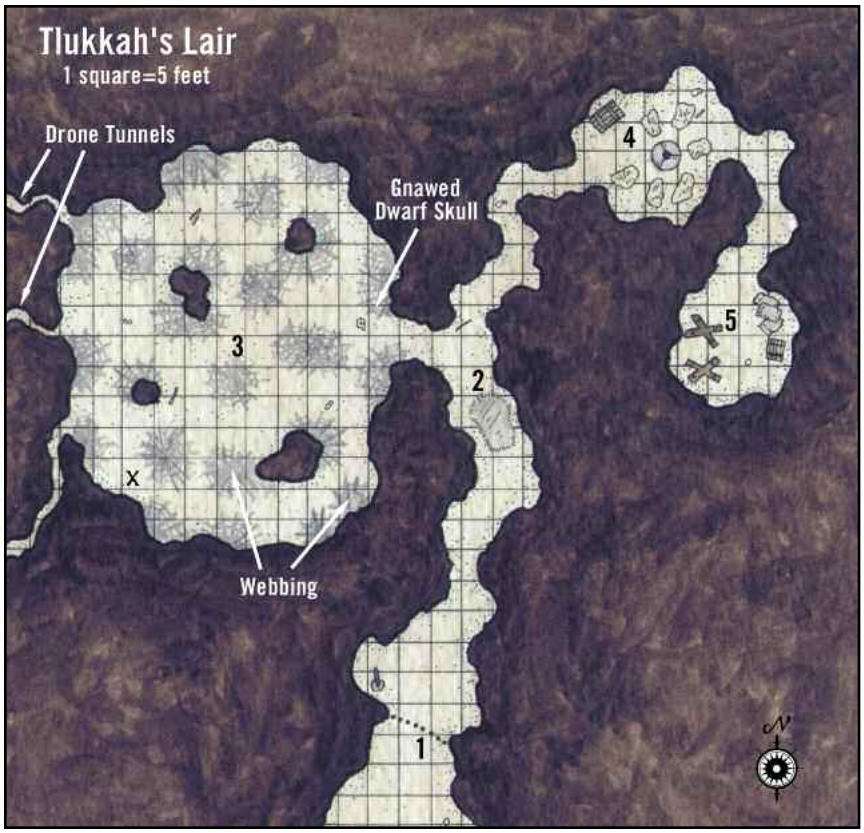
After the heroes have read the poetic provocation, you might choose to place Tlukkah within voice range to respond to their comments and deliver a malicious speech similar to that described in encounter #5 (see above).

7. Collapsed Path (EL 1)

The PCs come to a section of collapsed path. To carry on, each PC must proceed horizontally for a dozen yards along a 4-inch-wide ledge hanging over a 20-foot-deep chasm (Balance or Climb check, DC 13). Anyone falling into the chasm takes 2d6 points of damage. If the heroes fail to bypass the hazard, they must go back and find another route.

8. Natural Rockslide (EL 1/2)

A minor rockslide threatens the heroes as they advance on the path. Each PC must succeed at a Tumble check (DC 10) or take 2d4 points of damage from falling debris. Goblins are not responsible for this mishap, but the PCs might well think it. Dwarven stonecunning (Search check, DC 13) or a successful Listen check (DC 18) can detect the danger beforehand, allowing the heroes to avoid it easily.



mingle with dust and mold. A rotten stench creeps up the passage from below.

The goblins have dug a pit in the rocky ground here, covering it with a net of web ropes (similar to the one used in the ambush against the dwarves). A layer of pebbles and dirt conceals the net.

Trap: The trap is crude but effective, its covering giving way to 50 pounds of weight or more (safe for hive spiders). To bypass the trap, PCs must move in single file, staying close to the west wall, where a strip of firm ground has been left for this purpose. The trap is not hidden well and can be found with a cursory Search check. Whoever falls into the pit, besides suffering falling damage, is entangled by the equivalent of a fighting net (see the *Player's Handbook*, page 102).

20-foot-deep Pit and Net Trap: CR 1; no attack roll necessary (2d6 plus entanglement); Reflex save (DC 20) avoids; Search (DC 15); Disable Device (DC 20).

3. HIVE (EL 2+)

This huge grotto, only partially visible from the mouth of the tunnel, is full of sticky webs. Only a few clear passages allow access among the mass of milky white threads that hang in clusters from the ceiling and fill the cracks in the cave floor. The webs are cluttered with human and animal bones stripped of flesh. Near the entrance, a spider nibbles voraciously at a fresh, bloody dwarven skull that still bears the remains of a mail coif.

This cave is the center of the hive spider community. The queen lives in the western part of the room, caring for her eggs—a score of 4-inch-wide, membranous purple globes embedded in her flabby abdomen—and eating all the food her spawn can bring. Since Tlukkah is the queen's interlocutor, the hive spiders and the goblins share the caves as a whole. Only the goblin cleric, however, is allowed entrance into the cave itself, and the other goblins gladly avoid it. This cave has three independent exits for the drones—two of the tunnels are large enough only for Tiny creatures to crawl through.

Assorted baubles and trinkets can be found amid the tattered belongings of the spiders' past victims, as noted under **Treasure** below.

At the beginning of the adventure, forty hive spider drones reside here, as ten of the original fifty were killed by Cenkil's dwarves. During the adventure, when one or more drones are killed, subtract them from the total; up to twelve more are likely to be killed early (see "The Hive Spiders Attack").

When the heroes arrive in this area, you must also determine how many spiders defend the queen (at the spot marked X on the map). To do this, subtract the dead drones and assume that 3d4 drones are out hunting and snooping. In any case, the queen has at least ten drones here at all times; ignore all hive spider encounters out of the hive once that limit is reached. If the hive spider total drops under twenty-one, the queen is displeased with Tlukkah and lets him control only half of his normal allowance (six drones). If the number of drones decreases to the minimum ten required by the queen as her personal guard, Tlukkah is not allowed to control any more of them. Of course, the goblin cleric saves at least one controlled drone for his own eyesight. The last ten drones and the queen, if left undisturbed, do not attack the heroes outside area **3**.

When allowed to pause from their restless hunting activity, the drones stay inside 3-foot-wide web cocoons that hang from the ceiling where the web-

bing is most dense. There, their meager bodies can stay motionless without becoming too cold. For game purposes, these cocoon areas act like sections of a Medium-size monstrous spider's web, and each 5-foot area of such heavy webbing is marked as such on the map.

These hazards are clearly visible, but they greatly limit the tactical positioning of the heroes in the cave. If a hero voluntarily moves into one of these squares, he becomes entangled (see the *Monster Manual*, page 210, and the *Dungeon Master's Guide*, page 84). In addition, since many suspended sticky strands crisscross the passages, any attack within the chamber by a non-spider suffers a –1 penalty. Non-spiders in the room also suffer a –2 penalty to effective Dexterity. Note than even Medium-size PCs cannot simply pass through a square occupied by an active hive spider without provoking an attack of opportunity.

If Liff is with the party, he must make a Will save (DC 13) when he sees the nibbled dwarven cranium hanging from the webs near the cave entrance (see the read-aloud text above). Failure means that Liff utters a scream of madness and charges recklessly at the hive spider munching on the skull, getting entangled in webbing in the process. A PC of at least Medium-size standing near Liff can attempt to halt the dwarf's reckless plunge with a successful Reflex save (DC 10). If the PCs is successful, the tug is enough to stop Liff, who chokes and utters some foul words in Dwarven.

Creatures: As long as their queen is alive, the drones defend the hive to the death. When the queen is killed, the surviving drones go mad and might continue fighting or run away through one of the tiny tunnels to the outside (50% chance each).

Hive Spider Drones (number varies): hp 2 eacch; see the "Hive Spider" section at the end of the adventure.

Hive Spider Queen: hp 15; see the "Hive Spider" section at the end of the adventure.

Tactics: The hive spider queen sends her drones forward and tries to avoid melee, using her sight-scrambling ability as often as possible to aid her drones in combat.

Incapable of complex tactics, the drones rely on their queen for direction. Her typical orders involve telling up to six drones to swarm and overwhelm one target at a time.

Treasure: Three precious items can be found by scrounging through the detritus of the hive. A single Search check result of 24 reveals all three treasures, a check result of 22 reveals the second two, and a check result of 21 reveals only the dagger.

- A gold and amber ring (worth 200 gp) on the small finger of a bugbear's skeletal hand (Search check, DC 24).
- A carved gold belt buckle (worth 80 gp) hanging from a leather strap (Search check, DC 22).
- A silvered dagger (worth 10 gp) in a torn leather boot (Search check, DC 21).

Development: If the number of hive spider drones drops to fewer than six, the hive spider queen makes a telepathic plea to a random PC. She offers to stop fighting at once and asks to be allowed to leave with her surviving drones. If the heroes accept, the queen exits from the main entrance of the goblin lair (bypassing the trap in area **2**) and moves to establish a new hive twenty miles away. The PCs earn full XP for hive spiders defeated in this way, and they get a chance to save some strength for enemies to come. In addition, this trick effectively takes out Tlukkah's telepathic eyesight.

4. COMMON ROOM (EL 3+)

In this stinky cave, filth and confusion reign supreme. Among the goblin junk and rubbish, the cave houses a collection of ibex skulls, a large wooden trunk, and a half dozen pallets arranged around a central stove. The stove is a crude stone structure connected to a fissure in the ceiling with a twisted and bizarre-looking tube of sewn animal skins. It occasionally lets out a puff of dark smoke. Through the two open stove gates, low flames can be seen dancing over a heap of coal and dung. A thin, red-hot iron bar juts from one of the wickets: the abandoned tool of a busy torturer.

Tlukkah and his bodyguards share this room in the typical communal and dirty lifestyle of goblins. A hive spider drone also resides here to supply Tlukkah with eyesight (see **Creatures**) unless the queen has already been defeated (see **Development** in area **3**).

Tlukkah, like his minions, wears a loose tunic under a leather cuirass and is armed with a rusted battleaxe. He keeps a black blindfold over his eyes, but the horrible scarring provoked by the hot iron that burned away his eyes can be seen all over his face and greenish pate. The wooden trunk, crude and unlocked, contains the only valuables in this room (see **Treasure**).

Creatures: In all likelihood, the goblins have endured some losses prior to making their last stand in this cave. When a goblin bodyguard is killed, mark it off from the total of five in this room (remember that a sixth bodyguard is usually watching the gate in area **1**). When the heroes arrive here, any surviving goblins fight to the last man.

Tlukkah, Male Goblin Clr2/Exp2: hp 13; see "The Goblin Cleric" sidebar for Tlukkah's statistics.

Tlukkah's Bodyguards, Male Goblin Ftr1 (5): hp 6 each; see area 1 for complete statistics.

Hive Spider Drone: hp 2; see the "Hive Spider" section at the end of the adventure.

Tactics: Tlukkah tries to cast *guidance* and *protection from good* on himself before entering battle. The hive spider drone that supplies Tlukkah with eyesight avoids danger as much as possible (hiding and taking cover on or near the ceiling). Note that without at least one hive spider drone in the immediate vicinity (30 feet or less), Tlukkah is blind. If reduced to fewer than 5 hp or deprived of his telepathic eyesight, Tlukkah activates his personal "suicide" bomb, cackling maniacally and heading in the direction of the heroes' voices to catch as many of them in the blast as possible.

Treasure: Inside the trunk, the PCs find the equipment of four Golkern warriors (see "A Family Row"), with the exception of the two suits of armor worn by the two dwarves who were torn to pieces by the hive spiders. They also find a sack containing 157 sp and miscellaneous items of value taken from the dwarven tombs by the site of the Old Goblin Battle (silver and golden rings, collars, and bracers worth a total 530 gp). If the PCs return these dwarven spoils to the Golkern clan instead of keeping them, the dwarves reward them with up to 200% of their value in gold or minor magic items. If he's still around, Liff informs the PCs of this fact.

5. STORAGE

This cave functions both as storage for goblin supplies—such as they are—and a cell for their prisoners. Here, before a dirty stack of sacks and crates, stand a pair of X-shaped wooden structures, to which two ragged and blindfolded dwarves have been tied with web ropes. Both prisoners are wounded and barely conscious, obviously exhausted by prolonged torture.

The two "crucified" dwarves are Flatfoot and Digger. The goblins have tortured them with the hot iron in area **4** and put salt in their eyes to blind them. Depending on how long it takes for the PCs to arrive here, one or both dwarves could be dead. Record the time elapsed after the PCs first encounter Cenkil's group, and assume that both prisoners lose 1 point of Constitution each day. The two dwarves need a *remove blindness* spell to recover their sight (their eyes are painfully dry but not yet destroyed).

Creatures (EL –): Even if freed from their bonds, Flatfoot and Digger are both blinded and exhausted. They are of little help to the PCs until they get adequate rest and healing.

Golkern Clan Soldiers, Male Mountain Dwarves War1 (2): hp 5 each (currently 1 each); see "A Family Row" for complete statistics. Note that these dwarves are bereft of equipment and potentially low on Constitution.

Treasure: The sack and crates contain miscellaneous supplies (web ropes, coal, saltpeter, flasks of pitch) and foodstuffs (roots, tubers, dried ibex meat), including three disgusting hive spider drone abdomens salted and strung up like sausages.

Tlukkah's crude alchemist tools can also be found here, but the only item of value among them is a mortar carved in a chunk of fine marble (10 gp). In addition, the recipe for Tlukkah's explosive powder can be found scrawled on a scrap of leather in Goblin.

Ad Hoc XP Award: The PCs receive an XP reward for each rescued dwarf as if they had vanquished the dwarves in combat.

CONCLUSION

If the PCs destroy Tlukkah and his minions, they are invited to the Golkern clan's homestead, which is carved under a high mountain of your campaign world. There, the heroes receive a reward of 200 gp for each dwarf rescued plus any magic potions not used by Cenkil and Liff during the adventure (see "The Golkern Brothers" sidebar for their belongings). The PCs also meet Niefald, who has been raised by a high priest of Moradin.

If the heroes brought back the spoils from area **4** of Tlukkah's Lair, they are rewarded by the families of the dwarves fallen on Mount Athrof (double the total value of the recovered items). After returning the spoils to their legitimate owners, the PCs are drafted into a rousing (and quite long) dwarven feast, where they are each expected to gulp down a large tankard of homemade beer.

If the adventure went particularly well, with no dwarven losses beyond Twinbeard and Trunk, Brokil Golkern also gives the party one of his golden rings (worth 100 gp) and bids them a lifelong welcome in the halls of the mountain dwarves. In any case, the old dwarven lord, a little tipsy after his fifteenth tankard of ale, promises a larger reward when the clan starts "making reasonable profit" from the iron mine on Mount Athrof. Needless to say, for the laborious and stingy dwarves, "reasonable profit" is probably achieved after decades of toil, perhaps beyond the life span of short-lived PCs such as humans. Ω

HIVE SPIDER

HIVE SPIDER DRONE

Tiny Vermin
Hit Dice: 1/2d8 (2 hp)
Initiative: +2 (Dex)
Speed: 20 ft., climb 10 ft.,burrow 5 ft.
AC: 14 (+2 size, +2 Dex), touch 12, flat-footed 12
Attacks: Bite +3 melee
Damage: Bite 1d2
Face/Reach: 2 1/2 ft. by 2 1/2 ft./0 ft.
Special Attacks: Web
Special Qualities: Vermin, darkvision 60 ft.
Saves: Fort +2, Ref +1, Will +0
Abilities: Str 10, Dex 14, Con 11, Int —, Wis 10, Cha 3
Skills: Climb +10, Spot +4
Feats: Weapon Finesse (bite)

HIVE SPIDER QUEEN

Medium-Size Magical Beast
Hit Dice: 2d10+4 (15 hp)
Initiative: +3 (Dex)
Speed: 30 ft., climb 20 ft., burrow 10 ft.
AC: 14 (+3 Dex, +1 natural), touch 13, flat-footed 14
Attacks: Bite +3 melee
Damage: Bite 1d6+1
Face/Reach: 5 ft. by 5 ft./5 ft.
Special Attacks: Sight scrambling
Special Qualities: Chemical telepathy
Saves: Fort +5, Ref +3, Will +4
Abilities: Str 12, Dex 16, Con 14, Int 4, Wis 14, Cha 12
Skills: Climb +8, Spot +6
Feats: Iron Will

Climate/Terrain: Temperate and warm land and underground
Organization: Swarm (6–25), Hive (1 plus 10–200 drones)
Challenge Rating: Drone 1/6; Queen 2
Treasure: Drones None; Queen 1/4 coins; 70% goods; 70% items
Alignment: Always neutral
Advancement: Drone—1 HD (Small), 2–3 HD (Medium-size), 4–9 HD (Large); Queen—3 HD (Medium-size), 4–9 HD (Large), 10–23 HD (Huge), 24–47 HD (Gargantuan), 48–64 HD (Colossal)

Hive spiders are a hideous cross between web-spinning arachnids and termites that live in subterranean hive complexes. The average hive spider is roughly 18 inches in diameter, its smooth carapace mottled brown and blue. The head, distinct from the thorax, sports two sets of mandibles, three pairs of eyes, and two jointed antennae. Quite oddly, hive spiders have neither a poisonous bite nor a sting, but their mandibles are strong enough to burrow through soft rock. Hive spiders are omnivorous, but they prefer fresh meat over any other fare.

Most hive spiders are genderless drones born from the eggs of a semi-intelligent queen that qualifies as a magical beast, not vermin. The drones have a lifespan of three years, while the queen can live up to fifteen years. Since no male hive spiders exist, the process that allows a queen to fertilize eggs suggests hermaphroditic reproduction. The title of queen isn't one held by the spiders; it was simply added by others since other hive-minded vermin have queens. The queen possesses cumbersome reproductive organs instead of web spinners. Her bright red eyes are larger and more expressive than the dull, black eyes of the drones.

The queen issues orders to her mindless spawn via chemical pheromones, which allow an empathic link between her and the drones out to a distance of 12 miles. If the drones are separated from the queen, however, they go feral and become dangerous predators, attacking anything with wild abandon. Once every five years, the queen deposits a special egg that gives birth to a female hive spider of the magical beast type. This specimen grows into a new queen,

ENCOUNTER LEVEL CHART

Summarized below are the Encounter Levels (EL) for all encounters in "The Swarm." The adventure is fairly difficult for 1st-level PCs, and the encounters assume that Liff Golkern accompanies the PCs.

Area	Encounter Description	EL
*	Hive Spider Drone	—
*	Hive Spider Drones (6)	1
*	Hive Spider Drones (12)	2
*	Choker	2
*	Mountain Lion	2
*	Goblin Rock	1
*	Goblin Crossbow Sniper	1
*	Rolling Thunder Bomb	1
*	Hive Spider Drones (7)	2
†	Small Earth Elementals (2)	2
††	Juvenile Dire Bat	1
†††	Giant Praying Mantis	2
1	Goblin Ftr1	1
2	Pit and Net Trap	1
3	Hive Spider Queen	2
	Drones (6) or	+1
	Drones (12)	+2
4	Tlukkah, Goblin Clr2/Exp2	3
	Goblin Ftr1 (2 or 3) or	+1
	Goblin Ftr1 (4 or 5)	+2

* This encounter is not keyed to a specific location.
† See the "Iron Deposit" section.
†† See the "Tlukkah's Plunge" section.
††† See the "Dwarves' Fight" section.

up to 5 feet in diameter, with a proportionally bigger abdomen and head. The young queen leaves immediately to build another hive out of her mother's "communication" range.

Not mindless and aggressive like the drones, the hive spider queen has an intellect somewhere between the smartest dog and the stupidest human. She can communicate in a crude, halting manner, using special pheromones that can be picked up by the olfactory organs of most intelligent creatures and understood as telepathic "speech." With this ability, a hive spider queen can even transfer the control of some of her drones to her interlocutor, translating chemical signals into telepathic ones. In combat, the queen can use her pheromones to cause an interference in an enemy's vision (see below).

In the wild lands where hive spiders lair, it is not uncommon for a queen to establish a relationship with the leader of a band of humanoids (usually goblins). Most often, the relationship is one of pure convenience, as the humanoids provide food and protection to the queen in return for the service of her drones. In this case, the drones can eat garbage, dig tunnels, support the humanoids in battle, provide textile web material, or even serve as an emergency food source.

COMBAT

Under direction of the queen (or "linked" interlocutor), hive spiders swarm frantically upon opponents, trying to mince them into bits.

If attacked in the hive, the queen summons all available drones to her side and uses her sight scrambling ability as often as possible to blind foes. She fights only if backed into a corner.

Web (Ex): Hive spider drones are too small to make effective individual web attacks. Spinning together in large numbers, however, they can create hive structures and hazards (as those spun by Medium-size monstrous spiders—see the *Monster Manual*, page 210). Hive spiders (including the queen) move on their own webs at climb speed.

Vermin: Hive spider drones are immune to mind influencing effects (charms, compulsions, phantasms, patterns, and morale effects). Note that the queen, being a magical beast, is not.

Sight Scrambling (Su): Every other round, as a standard action, the hive spider queen can concentrate her chemical pheromones on a target within 50 feet to cause *blindness/deafness* as the spell cast by a 4th-level sorcerer. A successful Will save (DC 13) negates the effect. Creatures without a sense of smell cannot be affected, but those with scent suffer a –4 penalty to the saving throw. The effect lasts for 2d4 rounds.

Chemical Telepathy (Su): The hive spider queen can "speak" telepathically with any intelligent creature within 100 feet who has a language. She can also establish an empathic link with a willing interlocutor and confer upon him or her the ability to control drones within 20 miles of the queen. The only limit to this power is that, at a given time, the interlocutor can issue direct orders only to as many drones as his Charisma score.

Once established, the empathic link lasts as long as the queen wishes, unless the interlocutor moves out of range, whereupon the contact breaks immediately. Note that the queen cannot control or affect the interlocutor in any way; only the unintelligent drones are susceptible to her orders.

Among all the questionable and arbitrary rules of old AD&D, the dwarven +1 racial bonus to hit goblins has always been a favorite of mine. This adventure is a tribute to that rule, with the hope that goblins will get their +1 to hit dwarves in 4th Edition D&D.

"Letters" continued from page 12

KUDOS AND HUZZAHS!

Kudos and huzzahs for Issue #91! Thanks to the larger print, I no longer get headaches trying to read your magazines. The layout looks better, and thanks for getting rid of the useless "Encounter Level Sidebars." Any good DM can do this on his own. No more distracting, colored side-bars. Hurray! This is much more enjoyable. I'll give you a dollar if you keep it this way.

Kudos and huzzahs for Polyhedron! *Pulp Heroes* took me through a secret volcano base populated with intelligent apemen and a mad scientist in search of a "mega-zortillium particle inducer rocket." *Shadow Chasers* looks to take me to places I surely wouldn't want to see in real life. Keep up the good work.

I will certainly continue to buy this magazine now. My condolences for those unfortunate souls who opt to take your magazine apart piece by piece and find everything that is/might be wrong with it. These people should actually get out and enjoy the real world for awhile.

William Vetor
Via Email

Sorry to disappoint you about the Encounter Level Sidebars. They've been well received in the past as a method of tracking which encounters a DM has run a group through, as well as for the purpose of scaling the adventures. I guess we'll have to pass on the dollar.

NO TO THE NEW LOOK

I'm writing in response to the sudden change in layout of Dungeon. Frankly, I don't like it. Here are my reasons. It's good to have something a little different in background to what the core rulebooks offer. This isn't to say that the layouts of the *Player's Handbook*, Dungeon Master's *Guide*, or *Monster Manual* are inferior in any way. It's just a matter of visual processing. If I see something that looks exactly like something else, I'll be more prone to not read continuously. In essence my brain will get visually exhausted.

My other reason pretty much follows suit with my last comment: It's too uniform. We see enough of this in our everyday lives. From evil Starbucks to evil McD's to evil Gap, and so on and so forth: evil, evil. The one thing the roleplaying community doesn't want to see, in my opinion, is Wizards of the Coast monotonously spitting out products that have a standard layout. Imagining every d20 product out there with the same inner layout as the core rulebooks is scary to me. Companies are already doing this exact same thing on the outer covers. Stay original people. This, in no way, is how I feel about the written material. It is fantastic, as always.

William Bryan
Portland, OR

Other than the fact that the core book page layout looks really cool, we made the switch so the casual reader would immediately identify Dungeon *with the core rulebooks. It's also more space efficient (we can fit more words on a page), and it's in a friendlier font to read. And did I mention it looks cool?*

#91 RUNDOWN

For starters, I want to say that I liked the change of format as I found it clean and easy to read. Beyond that, though, it was the content that truly made the magazine and would like to comment on it.

"Challenge of Champions IV" was cleverly written. I do have one question for the mentally taxed Farthingale: Would you mind suggestions from a fan for future endeavors?

I truly enjoyed the subtlety of "The Rock and the Hard Place" and only wish I could test my own players with its obscure nature, but they are far short of even the weakest scaling. Nevertheless, I hope to see more of its ilk in the future.

"The Legend of Garthulga" was much to my liking, as well, and perfectly suited to a campaign I have just begun. I would like to point out, though, that it might have been more clearly read if the Brulligum brothers in area 3D were said to flee to tunnels 3F, 3G, and 3E rather than A, B, and C as the map indicates no A, B, or C. Reading the adventure makes it clear enough which is which, but in a pinch, the DM might find it annoying to have to read the text that carefully to determine this. Beyond that, I enjoyed the plot very much and will employ it in an adventure soon.

Finally, while I also enjoyed "Sloth," "Kambranex's Machinations," and the "Critical Threats," I'd like to make a special note of "Bogged Down." It harkens to my love of mysteries, with its murder mystery, the vile antagonist who's kept his nature suppressed, and clues to uncover that lead to justice being done. However, one thing I'd like to ask Terry Edwards about his poor, unresting mummy is whether or not the creature will return to eternal peace if his murderers are brought to justice and executed for their crimes?

Bret Davenport
Via Email

I figure since most groups would kill the mummy, it finds rest in the good, old-fashioned, beat-it-'til-it's-dead fashion. But that's just me.

"Letters" continued on page 112

RETURN OF THE BLESSED DAMOZEL

BY FRANK BRUNNER

ARTWORK BY DEREK THOMPSON • CARTOGRAPHY BY CRAIG ZIPSE

† Magic Items Monsters NPCs Objects Settlements Traps

"Return of the Blessed Damozel" is a D&D Side Trek designed for four 11th-level player characters (PCs). It can take place in any urban or civilized setting in your campaign. The adventure can be adapted for stronger or weaker PCs by increasing or reducing the number and power of the opponents, as noted in the "Scaling the Adventure" sidebar.

BACKGROUND

The "blessed damozel" is a reference to a young lady named Christina, who died of consumption three years ago and now pines in the afterlife for her lover Tenad. Unfortunately, Tenad became dark and bitter after Christina died, and he has fallen in with an evil lot. Christina fears that because of his increasingly dark heart, Tenad will never be allowed to join her in the afterlife. She has therefore visited her mother's dreams, piteously begging the old woman to set Tenad once again on the path to righteousness.

ADVENTURE SYNOPSIS

In an idyllic city park, the PCs encounter a middle-aged woman berating a young ruffian. The woman's deceased daughter, Christina, has appeared in a dream with a tearful message: The ruffian, her former lover, will never join Christina on the celestial planes unless he ceases his evil thuggery. An opportunity for a change of heart arises when the youth's gang turns up, and the PCs must defend him.

BEGINNING THE ADVENTURE

The adventure begins in the city park at the area marked X on the map. It is broad daylight, and the temperature is balmy. The PCs could be out for a stroll, perhaps with paramours of their own, they could be tipped off by a streetwise informant that there is an odd confrontation in the park, or they could be dispatched by a temple priest who has sensed the nearby presence of a woman with a connection to the higher planes.

> A fierce argument disturbs the buzz of the bees and the gurgle of the park brook. On an arching bridge, a middle-aged woman upbraids a young tough dressed in a beaten studded leather tunic. The youth's eyes are sullen as the woman's tirade continues: "How dare you spit on her like this! When was the last time you brought freesia to her grave? When? Bah! Your hands are now for holding razors, not flowers. And where do you think your knives and your blood will take you? Straight to the Pit! The Pit, Tenad, the Pit for you, unless you change your foolish heart!"

The woman does not calm down or end her philippic unless the PCs successfully intervene with a successful Diplomacy check (DC 15). When the PCs intercede, the woman explains:

> "Citizens! I had a vision of my daughter last night. She has righteously joined the hosts of heaven now, but still she was crying for this boy who calls himself a man because he holds daggers and menaces the weak in dark alleys! For this . . . bah! I speak of my daughter's former betrothed. And she fears that he will never be reunited with her in the afterlife if he does not change his evil heart!"

The woman is Sidhal (female human Ari3). She is distraught but can impart the following information: Christina and Tenad were lovers. Since Christina's death, Tenad has become a ruffian in the

Alley Claws. She goes on to explain that Christina appeared in a dream last night and said that Tenad's soul was in mortal danger. Sidhal asks the PCs to join her in her fight to save Tenad.

> Tenad sighs. "The Claws would not just shred me into meat and leave me for the sewer otyughs. There would be much sport first."

Tenad does not deny that he has turned down a darker path since the wasting disease took Christina from him. He is ready to return to a more honorable life, but he is afraid of what will happen to him if he deserts the Alley Claws gang.

You can roleplay Tenad's redemption, simply allow any PC speaking to Tenad to make a Diplomacy check (DC 15), or some combination of both. The PC gets a +2 circumstance bonus on his or her check for each PC who successfully uses the Aid Another action (Diplomacy check, DC 10). If the PCs fail miserably, Tenad might become desperate enough to draw his weapon. If so, he attempts to take Sidhal hostage to buy time until he can escape or until the Alley Claws appear.

Tenad, Male Human Ftr3: See the statistics for the Alley Claws in the next section.

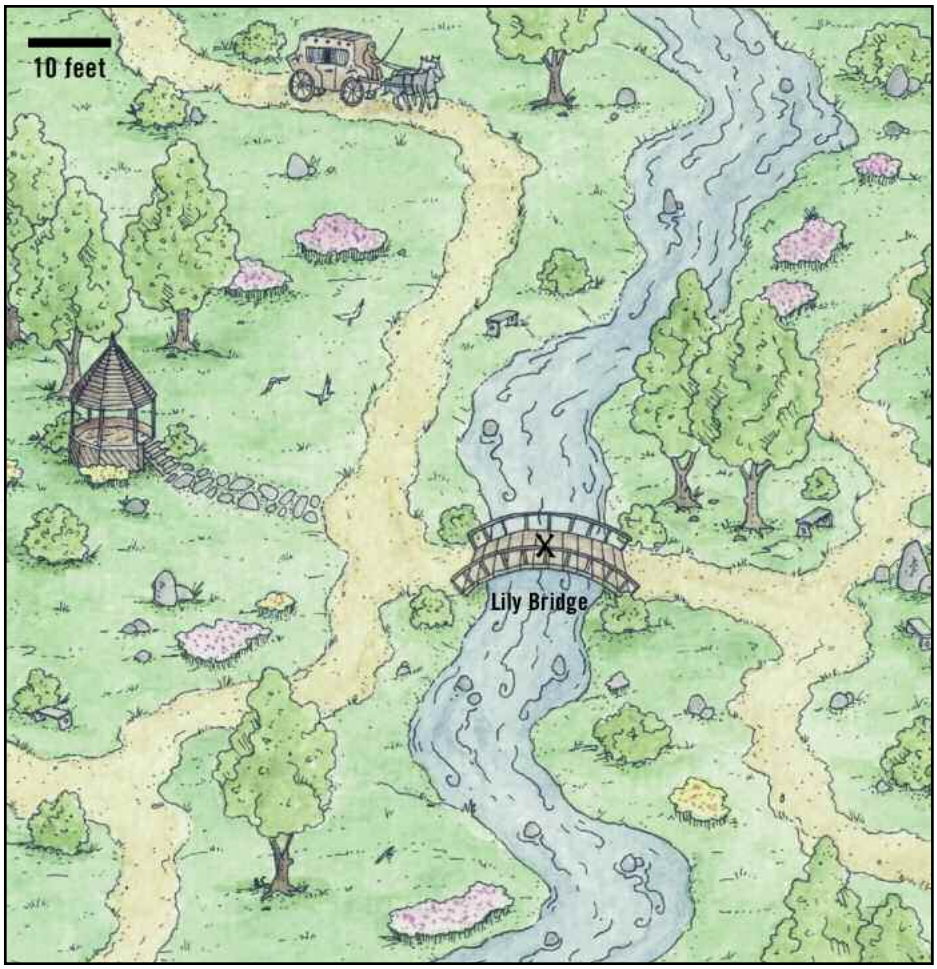
THE CLAWS APPEAR (EL 13)

After the PCs talk or fight with the Tenad, the Alley Claws appear. Word on the street travels fast, and the Claws have heard that something strange is going on with one of their own in the park.

> A cracking branch heralds the approach of six young toughs. They walk with a swagger and wear similar outfits of beaten studded leather, just like Tenad. Beyond them, a richly appointed carriage pulls up to the curb. Pulling aside its lace curtains, a mustachioed gentleman in a fez gazes serenely out at you.

Creatures: The six gang members are here to make sure that Tenad does not leave the gang. The spokesman for the group is Rekal (same statistics as the others, see below). Rekal and his toughs probably end up attacking the PCs, either because the heroes have convinced Tenad to turn to good or because Tenad is still uncertain and the gang wants to drive off the PCs before they can finish their proselytizing. Similarly, if the PCs sufficiently frightened or offended Tenad, he orders the gang to attack.

The mastermind behind the Alley Claws is the quiet, well-dressed passenger in the carriage: Nigel



Indrasekhar, a rakshasa in human form. Nigel is a fanatical control freak, and this obsession extends to his own emotions: He always presents a cool, poised front to the world. Nigel is inwardly enraged that someone might try to leave his gang, and he has come to personally ensure that Tenad remains an Alley Claw for life, however short that might be. Nigel has two hellcat companions in the carriage with him.

Alley Claw Toughs, Male Human Ftr3 (6): CR 3; Medium-Size Humanoid (6 ft. tall); HD 3d10+3; hp 36 (hit points from Toughness feats included); Init +1 (Dex); Spd 30 ft.; AC 15 (touch 11, flat-footed 14); Attack +6 melee (1d6+2/crit 19–20, short sword), or +4 ranged (1d4+2, dart); AL LE; SV Fort +4, Ref +2, Will +0; Str 15, Dex 13, Con 12, Int 12, Wis 8, Cha 12.

Skills: Climb +7, Jump +5, Pick Pocket +4. *Feats:* Toughness (×4), Weapon Focus (short sword).

Possessions: Studded leather armor, buckler, short sword, 5 darts, 5 gp.

Nigel Indrasekhar, Male Rakshasa: hp 56; *Monster Manual* 153.

Rakshasas cast spells as 7th-level sorcerers and can cast 1st-level cleric spells as arcane spells.

Spells Known (6/6/6/4; base DC = 13 + spell level): 0—*arcane mark, daze, detect magic, detect poison, mage hand, mending, read magic*; 1st—*command, cure light wounds, grease, magic missile, protection from good*; 2nd—*invisibility, mirror image, fog cloud*; 3rd—*dispel magic, fireball.*

Possessions: Wand of color spray (30 charges), *wand of magic missile* (5th-level caster, 22 charges), *wand of web* (8 charges), *potion of cat's grace, potion of mirror image, potion of haste, potion of glibness,* violet garnet cufflinks (2,200 gp each), pouch with 200 pp, richly appointed carriage and fine horses.

Hellcats (2): hp 52, 60; *Monster Manual* 48.

Tactics: If a battle starts, Nigel calmly steps outside the carriage and releases his hellcat companions to attack. If he has time, he casts *protection from good* on them first. The hellcats, invisible in the daylight,

SCALING THE ADVENTURE

"Return of the Blessed Damozel" is designed for 11th-level PCs, but it can be modified for parties of different sizes or levels. Consider adapting the adventure as follows:

7th- to 8th-level PCs: Reduce the number of Alley Claw toughs to four. Eliminate the hellcats. Take away Nigel's *wand of web* and *wand of color spray,* as well as his cufflinks, and give him the option of fleeing if reduced to half hit points or less.

9th- to 10th-level PCs: Reduce the number of hellcats to one.

12th- to 13th-level PCs: Make the Alley Claw toughs 4th level. Add one hellcat. Give Nigel a *wand of lightning bolt* (10th level, 25 charges) and two *potions of invisibility*.

14th- to 15th-level PCs: Make the Alley Claw toughs 4th level and increase their number to nine. Raise the number of hellcats to four, and give Nigel four sorcerer levels (making him a 10th-level caster) and a familiar. Also, give him a *staff of fire* (38 charges) in place of his *wand of color spray* and *wand of web*. Place an ornate candelabra and gold-framed mirror in the carriage (adding 5,000 gp of treasure).

pounce on the PCs at the start of the next round. The toughs swing freely with their short swords, trying to wear one character down at a time.

Nigel prefers to avoid combat, especially physical combat, playing the part of the gentleman overseer. He does not leave the side of the carriage, but he readies an action—casting *magic missile*—to disrupt a PC spellcaster targeting his minions.

Although he dislikes being flashy, Nigel is capable of detonating a *fireball* at his feet to damage all attackers while he remains untouched by grace of his spell immunity ability (note that the hellcats are also resistant to fire). A rakshasa's spell immunity, like spell resistance, can be ignored if the possessor wishes, enabling Nigel to gain any benefits of spells or potions as he wills. Nigel can continuously *detect thoughts*, and he uses this ability to anticipate a change in the PCs' tactics. Another favorite trick is to ensnare enemies with his *wand of web* (an option available in the park due to the numerous trees in the area) and then launch a *fireball* into the mess.

Nigel goes to great lengths to avoid revealing his true identity. If severely pressed and unable to escape via *invisibility* or his carriage, he yells for the city guard.

Sidhal and Tenad hang back from the combat. If the PCs are hard-pressed, you might have Tenad join the fray to aid his would-be rescuers.

CONCLUSION

If the PCs fail to bring light to Tenad's darkened heart, he continues his base existence with the Alley Claws. Eventually he is stabbed by another gang member in a fight over a stolen painting, and the hellcats claim Tenad's soul for their infernal masters.

If the PCs convince Tenad to turn his back on the gang, after he is free of them, he returns to the Lily Bridge. He leans over the rail and sees Christina's face reflected in the pool beside his own. The blessed damozel smiles at him, and then her image disappears in a brilliant flame rushing up to the clouds.

Nigel will not rest until he has made the PCs pay for their insolence. His hellcats strike when the PCs are abroad in daylight, and the Alley Claws will stalk the PCs at night. Nigel also may use his wealth and influence to damage the reputation of the PCs, who might not even realize Nigel's true nature. That mystery itself could lead to further investigations.

Frank Brunner's first Dungeon Master was his mom. He says, "I was nine and loved the books and no one else would do it, so mom pitched in. Thanks for starting a lifelong hobby, mom!"

THE RAZING OF REDSHORE

BY JAMES JACOBS

ARTWORK BY CARL CRITCHLOW • CARTOGRAPHY BY CHRISTOPHER WEST

† Magic Items Monsters NPCs Objects Settlements Traps

"The Razing of Redshore" is a D&D adventure that confronts the party with the destructive force of an awakened sperm whale druid and the sinister machinations of a secret cabal of powerful assassins. It is designed to not only challenge a group of four 20th-level characters, but to provide such a group with an opportunity to continue their adventuring careers into the realms detailed in the *Epic Level Handbook*. This book is not required to make full use of this adventure, though; any pertinent information from the supplement is reproduced here.

High-level characters have a huge amount of resources and skills at their beck and call. Numerous sidebars in this adventure address ways you can handle some of the more potent high-level abilities, such as powerful Divinations, *wishes*, and the like. The main villains in this adventure are epic NPCs with similar abilities; don't be afraid to play them as deviously as your players play their own characters!

A fair portion of the action in this adventure takes place in the coastal city of Redshore, but only a small portion of the locations in this troubled town are detailed in this adventure. Feel free to expand on the city as you see fit. Redshore itself is not set in any specific campaign world; where appropriate, campaign specific things like deity names are kept as generic as possible so this adventure can be adapted with ease to your own campaign.

This adventure works best in a campaign that does not yet have epic-level characters. Indeed, the adventure provides a reason as to why such characters are unknown (or at least fantastically rare). As the major reward for completing this adventure, the party gains access to the *Shadar Pool*, an ancient artifact that unlocks the true potential of those who bathe in it and allows them to become epic-level characters. If your campaign already has established epic-level characters (such as in the Forgotten Realms setting), feel free to rework some of the abilities of the *Shadar Pool* as you see fit.

BACKGROUND

The troubles currently plaguing the whaling town of Redshore have at their genesis an event so distant in the past that even legends of its passing have faded. In forgotten ages of eons past, the world of mortals and the divine were nearly as one. The deities were pleased with their creations and showered them with gifts and potent abilities. Many heroes of great skill and power walked the lands, raising mighty armies, fighting fearsome monsters, and undertaking quests that shook the foundations of reality.

But then something happened. Perhaps a mortal attempted to usurp a deity, tried to undo a fundamental fact of the universe, or something even more vile. In any case, the gods were shocked and appalled at the actions of their children and stripped from them the knowledge and capacity to reach such great heights of power. They then took this knowledge and secreted it away in the depths of the sea to hide it from mortals while they pondered what to do with it. It seemed a waste to destroy the knowledge, and the gods hoped that someday mortals would become responsible enough to wield such power again. As the eons flew by, mortals eventually forgot of these epic powers, and eventually, even the gods found more important things to occupy their time.

Then, a mere six hundred years ago, the knowledge was rediscovered by a powerful druid named Shadar. This human druid had a long abiding love of the sea and with his powerful magic had explored

many of its secrets. Shadar found a pool of dense liquid in a cavern in a deep sea trench and quickly recognized it for what it was: the long-lost artifact created by the gods that held all the lost epic knowledge. Shadar also knew that the powers granted by the pool could disrupt the delicate balance of the mortal realm, so he decided to put aside his adventuring days and founded a highly secretive order of guardians known as the Sentinels of Shadar.

Most of the Sentinels traveled the lands in secret, using the powers granted to them by the pool to maintain balance between law and chaos, good and evil. A select few remained below the sea, in a large complex warded with traps and guardians and made comfortable to any who choose (and are allowed) to visit. These sentinels, along with Shadar himself, stood watch over the pool to insure that only those who would not abuse its power could gain access.

Eventually, even a being as powerful as Shadar moves on. Shadar's death left his followers grief-stricken, but for several hundred years they continued their tasks in honor of his memory. But with his passing, the Sentinels began to drift apart. More of their number opted to wander the world rather than guard the *Shadar Pool,* and eventually, only one guardian was left: an elven druid named Tesseril.

Tesseril grew more and more paranoid and fearful as the years wore on, afraid to leave her post lest someone undeserving gain access to the pool. She enhanced the wards and guardians of the Shadar Caverns, and even used her magic to awaken several whales, giant squid, and other deep-sea animals to serve as guardians. The greatest of these awakened guardians was a cachalot whale named Urlkathoon.

Less than a year ago, Tesseril's fears were realized. A particularly vile and self-absorbed former Sentinel of Shadar named Yaervilar had become corrupted by a dimension-traveling fiend named Lascer. After years of being wracked with visions of power, Yaervilar finally gathered his three most powerful followers to him and set off to wrest control of the *Shadar Pool* from Tesseril. The resulting battle was fierce, and although Tesseril managed to slay Yaervilar, she was too weakened from the battle to put up a fight against Yaervilar's cohorts. The three slew Tesseril, bathed in the *Shadar Pool,* and returned to the town of Redshore to research and practice their newfound epic power.

When the attack on the *Shadar Pool* came, the whale Urlkathoon sensed Tesseril's distress and hastened to the Shadar Caves to assist her, but he arrived too late. Upon his arrival, Urlkathoon found the place a graveyard. When he looked upon what had become of the Shadar Caves and Tesseril herself, he was driven mad with rage. For years, Urlkathoon traveled the sea, destroying all in his path in a senseless rage.

Recently, Urlkathoon recovered from his madness and returned to the Shadar Caves, only to find that they had become the lair of a powerful kraken that has been augmented by the powers of the pool. Unable to regain entrance to the caves, Urlkathoon decided to carry out Shadar's will and travel the world, using his powers to keep similarly powerful individuals from upsetting the balance of reality. He decided that the first and best place to start was with the three who were responsible for Tesseril's death.

Using Divination magic and deductive reasoning, Urlkathoon tracked the three cohorts to their current stomping grounds in the city of Redshore. He has little concept of human society and figures that the entire city is in league with the three assassins. Urlkathoon knows that even with his power he would not last long in a direct confrontation with all three of the villains, and he isn't quite sure who they actually are; he knows only that all three dwell in the walls of the city. So he has begun a one-whale war on the town of Redshore, using his *wild shape* ability to invade the city and wreak havoc, hoping to draw out his three enemies for a final confrontation.

ADVENTURE SYNOPSIS

The heroes are drawn by strange and haunting visions of a beautiful woman to the town of Redshore. There, they discover a town in chaos and under siege, yet with no enemy in sight. The town is being terrorized by a powerful druid who is in fact an awakened cachalot whale named Urlkathoon. This druid uses his *wild shape* ability to infiltrate the town in any number of disguises. With powerful magic and potent minions, he then wreaks great havoc. Most of the town's most powerful defenders have already fallen to the whale's attacks, and two significant portions of the town are in ruins.

The adventure continues as the party learns more and more about the nature of the attacks, and of the possible connection to a sinister organization that might be based in town. Soon, the party is drawn into a confrontation with Urlkathoon, who realizes that this party is, in fact, the one the whale has been having visions of. Urlkathoon flees the encounter, only to contact the party the next night. He tells them that there are three powerful assassins hidden somewhere in the city, and that the clues to their identities are likely hidden in a deep undersea cave where they assassinated his leader. Urlkathoon hopes to enlist the party's aid in overcoming the guardian creatures that now lurk in the vicinity of the caves, so he can search them for clues and then return to the city of Redshore for a final confrontation with the assassins of the Shadow Shoal.

Once back in town, the party discovers that the assassins have fled, retreating through *portals* to their dead master's fortress, which is built in the heart of a massive coral reef. This fortress, known as the Coral Citadel, is at the heart of the assassins' power, and if the party can stop them, they can save Redshore from the wrath of Urlkathoon as well as from the more sinister threat posed by the Shadow Shoal.

GETTING STARTED

The adventure begins as the characters receive strange visions of a woman floating in a domed underwater cathedral. The woman seems to be writhing in terrible agony, and her body shifts and wavers as it transforms from one chaotic mass of animal parts into another. Beyond the tormented woman floats a roiling sphere of prismatic liquid, in which half-formed shapes and faces seem just about to emerge before they are absorbed. The entire scene fills the character with a sense of potent paranoia and fear, and then vanishes. These visions affect each party member equally, but at different times, perhaps as they are going to bed, while they study spells, or even in the middle of a conversation. The visions feel as if hours pass, but when the character comes to, less than a second has elapsed.

These visions plague the party for some time. All forms of research on what the visions might portend meet with dead ends, be they mundane attempts to gather information or via the castings of powerful Divination spells, since knowledge of the *Shadar Pool* has been repressed by the gods themselves. A successful bardic knowledge check (DC 35) reveals the most information. If successful, the bard gets a hunch that the visions are actually coming from the sphere, which is obviously quite powerful. In short, the visions are a complete enigma, and a frustrating one at that.

When you feel that the troublesome visions have almost driven the characters to the edge, one of the visions provides an important clue. The party member with the highest Wisdom has a vision in which the agonized woman suddenly grows calm, and her form stabilizes into that of a beautiful aquatic elf. She looks deeply into the character's eyes in the vision, her gaze filled with desperation and worry. She cries out in pain, "To Redshore! Urlkathoon! They have gone to Redshore!" She then cries out once more in even greater agony before the vision fades. There are no further visions after this.

A successful Knowledge (geography) check or bardic knowledge check (DC 15) reveals the location of the city of Redshore, far up on the northern coast. Otherwise, a successful Gather Information check (DC 20) reveals the location of the city. You should place Redshore on the very limit of civilization; it is a true frontier town and one of the only bastions of civilization for hundreds of miles around.

REDSHORE

Several weeks ago, shipping lanes into Redshore were shut down. No ship seemed able to reach the

SCALING THE ADVENTURE

"The Razing of Redshore" is specifically aimed at a party of 20th-level adventurers, since it is designed to give them access to epic level play. Nevertheless, you can adjust the challenges and encounters in this adventure so it can be used for lower-level parties.

Most of the villains in this adventure possess character levels; reduce these levels by an amount equal to the difference between 20th level and the average party level. Certain encounters in this adventure are difficult even for a 20th level party, such as the encounter with Ithkarsus. Consider dropping these encounters if the party isn't powerful enough. Alternately, you can replace Ithkarsus with an appropriately aged black dragon, and the mithral golem with a couple of iron golems. Likewise, you should reduce the DC required to soothe Tesseril's spirit, and reduce the sonic damage dealt by her wails by 1d6 × (20 minus the average party level).

The problem posed by the three epic-level assassins in this adventure is a little more difficult to address. You can go ahead and reduce their levels as described above to bring them in line with a lower-level party, but then they lose a large number of epic bonuses. To explain the concern the *Shadar Pool* still has for their actions, you could alter the artifact such that bathing in it still allows a character to become epic, but none of the effects are felt until the character reaches 20th level. Alternatively, you could establish a link between Ithkarsus and the Shadow Shoal. Perhaps the assassins, although unable to benefit from the *Shadar Pool* yet, have plans to bathe in it soon. Ithkarsus is the guardian appointed to make sure no one else gains the benefits of the pool.

This, then, provides a lower-level party with the motivation to continue the adventure after finding out about the *Shadar Pool* and the Shadow Shoal.

This adventure can also be modified for a group of epic-level characters; the easiest way to adjust the adventure in this case is to increase the class level of the adversaries by a number of levels equal to the difference between the average party level and 20. Of course, you'll need to use the *Epic Level Handbook* to advance the levels of most of the villains in this adventure. Additionally, starting the adventure with epic-level characters wreaks havoc on the plot of the adventure; the purpose of the *Shadar Pool* should be downplayed or reworked altogether to account for the fact that bathing in it isn't necessary to become epic level.

town or leave its harbor without being savagely attacked by sea creatures and tumultuous weather. As the weeks passed and the unusual siege wore on, things grew from bad to worse. Animals and elementals began to attack people on the outskirts of town, then within the town itself. Buildings mysteriously caught fire, bolts of lightning struck down pedestrians in the street, and at one point, a monstrous water elemental burst from a well in the northern part of town and leveled nearly a dozen buildings before retreating. Not long after, a great whale destroyed much of the city's waterfront, and a large group of earth elementals savaged much of the southern reaches of town.

On the day the final vision with the mysterious name of Urlkathoon was granted to the party, the most devastating attack on Redshore occurred. Lorchester Keep in Redshore was assaulted by a small army of powerful elementals and other creatures at the same time a powerful lightning storm struck. Lord Lorchester himself and his men fought valiantly, but one of the air elementals was more powerful than any of the others and wielded incredible magic; the men fell quickly under the onslaught, and much of Lorchester Keep was ruined. Lord Lorchester himself was slain in the battle.

♕ **Redshore (Small City):** Standard; AL LN; 15,000 gp limit; Assets 5,340,000 gp; Population 7,120; Mixed (human 79%, halfling 9%, half-elf 5%, dwarf 3%, gnome 2%, 1% elf, other races 1%).

Authority Figures: Lord Torlin Lorchester, Ruler of Redshore, male human Ftr14 (deceased); Erik Lorchester, son of Lord Torlin Lorchester, male human Ari8; Sara Remme, Captain of the Redshore guard, female human Ftr 8/Rgr3; Sir Delon Basilwik, Guildmaster of Merchants, male halfling Exp15.

Other Notable Figures: Bishop Ashton Rolakay, male human Clr11; Jorin Arkalar, male human Brd10; Lady Willarue, female half-elf Rog11; Andril Sunderhammer, male dwarf Exp11; Arkayli Kerrinsar, female human Sor8, Ilaharsun Skrii, female gnome Wiz9; Teladen Ruell, human male Wiz14; Garrison Scrimm, human male Clr18/Asn3; Aaron Kientai, half-elf male Rog11/Mnk5/Asn5; Amyrella Ambermead, female halfling Rgr5/Ftr4/Rog2/Asn11.

THE CITY AS THINGS STAND

Redshore has just withstood a major attack and lost its leader. The city spends the next several days in a state of shock. No businesses are open, and the streets remain deserted except for a couple of nervous, hurried people forced out of hiding for necessities. With the destruction of Lorchester Keep, the town's leaders have gathered together in the Redshore Hall of Records where they debate what to do next. Many have sought shelter in various temples of the city, especially in the House of the Seafather and the Cathedral of Roses. Although Redshore is not an overly religious city, the attacks have resulted in a sudden rise in the faithful. It is likely that large portions of Redshore's population attempt to flee the city over the next week or so, but for now the town's citizens are too scared to brave the long journey to the next bastion of civilization.

The atmosphere is not one of despair and terror for all of Redshore's citizens. It has long been public knowledge that a chapter of the notorious Shadow Shoal, a sinister sect of fiend-worshiping assassins, has been operating in Redshore. The authorities and several bands of adventurers have tried to root out the assassins many times, but they don't seem to have a centralized lair in town. When one suspected lair is invaded, it is always found empty. Invariably, whoever organized the attack meets with a fatal accident within a day. As a result, Redshore citizens are quick to deny the presence of the Shadow Shoal in town, since one never knows if the man across the street or the woman in the room above works for the guild.

Unless otherwise noted, the horrible weather continues for the duration of the adventure. Treat this weather as equal to a powerful storm (hurricane) as detailed on pages 87–88 of the *Dungeon Master's Guide*. This weather is not natural; it is the result of repeated castings of *control weather* by Urlkathoon, and as such it can be dispelled or possibly ended with a second *control weather* spell. If the weather is stopped, Urlkathoon simply uses his spells or his *orb of storms* to start it anew.

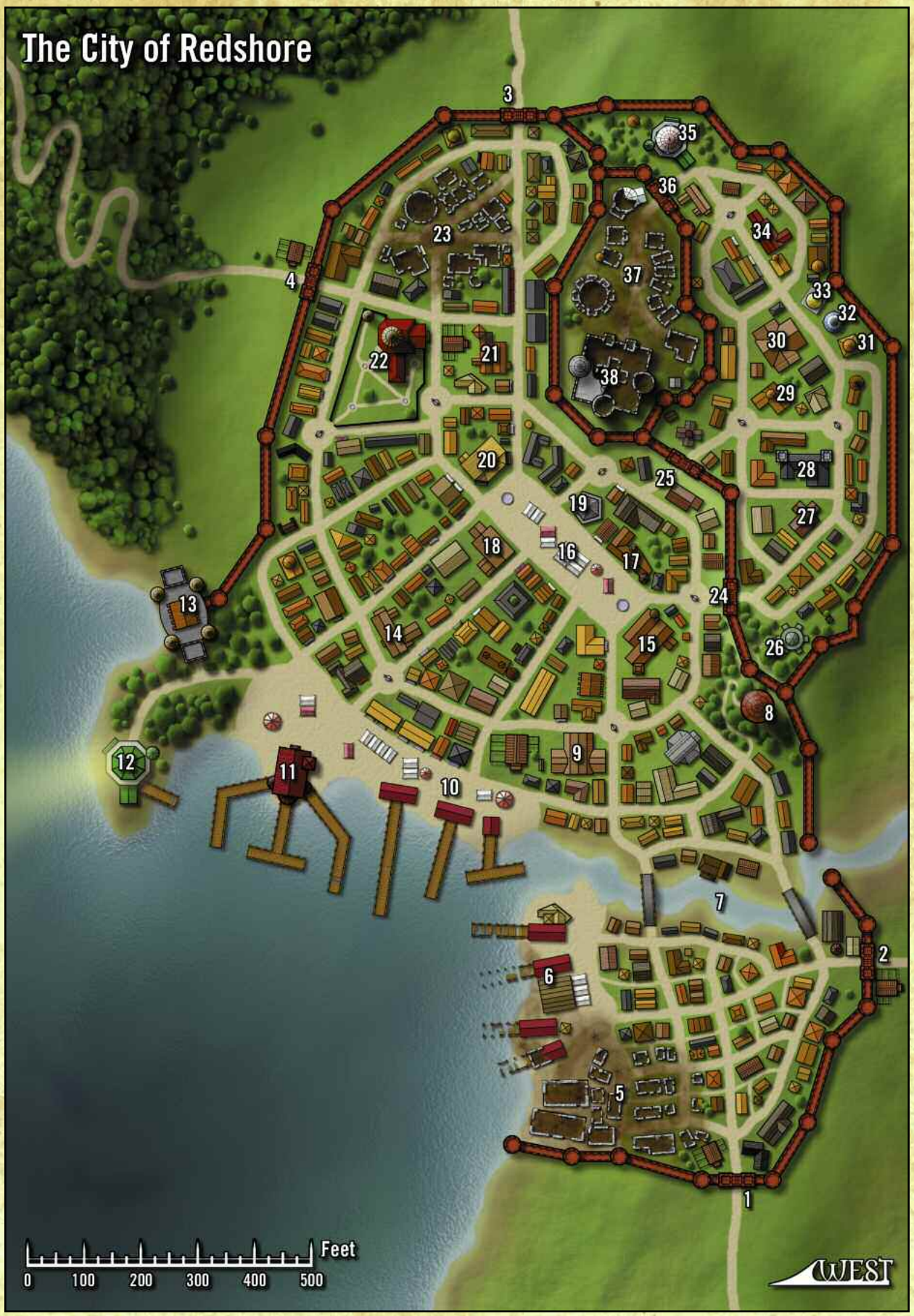
REDSHORE

1.–4. TOWN GATES

These four gates control the flow of foot traffic into and out of Redshore. Each gate has its own name: area **1** is Redgate, area **2** is Rivergate, area **3** is Eaglegate, and area **4** is Cryptgate (so named because it provides access to the road leading up to the large cemetery on the hill overlooking Redshore). All four gates are currently locked down tight, blocked by a pair of huge wooden doors reinforced with iron and an iron portcullis. The walls of Redshore are made of a beautiful, solid red stone mined from the northern sea cliffs, and they are 15 feet wide. Guardtowers are located frequently along the wall, atop which guards are normally stationed. Currently, no one mans the walls.

Iron Reinforced Wooden Door: 6 in. thick; hardness 5; hp 75; Break (DC 26); Open Lock (DC 30).

Iron Portcullis: 2 in. thick; hardness 10; hp 60; Lift (DC 25); Break (DC 28).


The City of Redshore
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Superior Stone Wall: 15 ft. thick; hardness 8; hp 1,350 per 5-foot-wide section; Break (DC 35); Climb (DC 20).

5. RUINED BUILDINGS

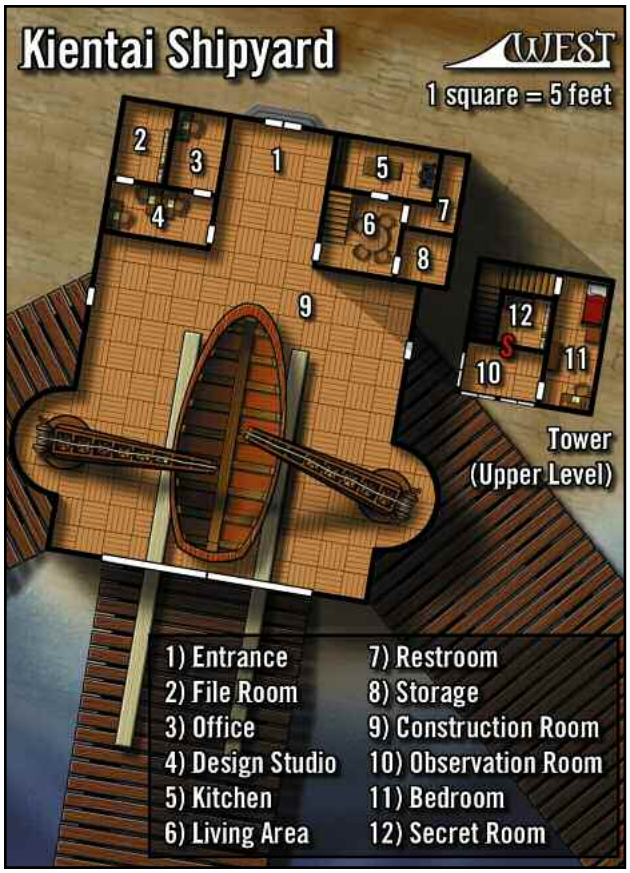
This section of town was devoted to Redshore's thriving whaling business, the most lucrative and prosperous venture in town. It was also the site of Urlkathoon's second attack. This section of town is now little more than a tangled mess of lumber.

6. WHALING DOCKS

A few of these waterfront buildings survived relatively intact, although their piers were almost entirely ruined. The buildings are deserted now; the sight of a huge angry whale crushing the docks while bolts of lightning rained down on the buildings a few weeks ago drove most of the employees to seek safer jobs in other cities.

7. THE KASPILAR RIVER

This river winds up into the mountains and eventually through several large dwarven communities. In happier days, trade between Redshore and these communities kept traffic on the Kaspilar quite heavy. Today, the rough waters of the river are empty, the waters overflowing its banks and nearly swamping the two bridges that cross it.



8. JORIN ARKALAR'S TOWER

This large building is built of the same red stone the city's walls were fashioned out of. It is the home of a well respected and liked poet and historian by the name of Jorin Arkalar (human Brd10). Jorin is currently huddled in his basement writing, blissfully unaware of the chaos going on around him.

9. THE WHISTLING WHALE INN

This large combination inn and tavern is a favorite spot for sailors and traveling merchants; it's got something of a reputation for being an unsanitary dive, but the entertainment is always top notch. Currently, a large number of drunken sailors and merchants are doing their best to blot out their fear with cheep ale in the common room.

10. MERCHANT'S DOCKS

Apart from a freak blast of lightning that caved in the smallest warehouse to the east, these docks have so far been untouched by Urlkathoon. The warehouses are all empty, though, since no merchant ships have been able to make it to Redshore for weeks.

11. KIENTAI SHIPYARD (EL 18)

This large building is owned by Aaron Kientai, Redshore's most prosperous (and currently only) shipwright. The fact that Aaron is one of the leaders of the Shadow Shoal assassins and that his competitors all seem to meet with accidents is one of the main reasons behind his success. Aaron Kientai, like his other two conspirators, suspects that the current problems facing Redshore are due to their actions in the Shadar Caves several months ago. He has already relocated his valuables to the Coral Citadel and now spends most of his time skulking about town looking for the cause of the problem.

The bulk of the building consists of a construction room, complete with two large wooden cranes and block-and-tackle apparatus for lifting heavy objects. Ships are built directly on a launching ramp that extends out the southern face of the building, which bears a pair of massive doors allowing most of the southern wall to be opened to the harbor. Although the doors are now closed, the pounding weather is taking its toll, and the southern half of the main room is flooded.

The northern third of the building is more enclosed. The northeast section contains files, an office, and an area to plan the construction of ships. The northwest section consists of a two story tower that holds Kientai's personal sleeping quarters. The ground floor of the tower consists of a living area, a storeroom for the various art objects he's collected (he prefers to work for art), a restroom, and a

kitchen. The upper floor is dominated by a bedroom and a large room that overlooks the building floor so he can observe work from a position of comfort.

A secret room in the middle of this floor (Search DC 35 to find the masterfully constructed secret door) contains the only hint toward Kientai's life as an assassin. This tiny room contains a large desk and a shelf containing hundreds of floorplans of the homes of important individuals. The characters might be disconcerted to find floorplans of their own fortresses here, along with detailed notes on their activities. Similar notes on other powerful individuals throughout your campaign can be found here as well. Kientai believes in keeping up to date on the comings and goings of possible future hits as well as those he is currently planning.

A strange, 5-foot-diameter ring of coral is affixed to the east wall of the secret room. This coral ring is in fact a *coral portal* (see sidebar below).

Creatures: If this area is entered after the party's actions have been noticed by the Shadow Shoal, a group of three Shadow Shoal Snipers waits in hiding in this building to ambush them.

Shadow Shoal Snipers, Human Rog10/Asn5 (3): CR 15; Medium-size Humanoid (human); HD 15d6+15; hp 67 each; Init +9; Spd 30 ft.; AC 22 (touch 17. flat-footed 17); Atk +16/+11 melee (1d6+3, +2 *rapier*) or +18/+13 ranged (1d6+4, +2 *mighty composite shortbow* [+1 Str bonus] with +1 *arrows*); SA sneak attack +8d6, crippling strike, death attack (DC 17); SQ evasion, uncanny dodge (Dex bonus to AC, can't be flanked, +1 against traps), poison use, +2 save vs. poison; AL LE; SV Fort +8, Ref +19, Will +7; Str 12, Dex 20, Con 13, Int 14, Wis 10, Cha 8.

Skills: Bluff +12, Climb +19, Disguise +17, Escape Artist +18, Gather Information +12, Hide +23, Innuendo +13, Listen +18, Move Silently +23, Spot +18, Tumble +23. *Feats:* Far Shot, Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run, Weapon Finesse (rapier).

Assassin Spells Prepared (2/2, base save DC = 12 + spell level): 1st—*change self, obscuring mist*; 2nd—*darkness, undetectable alignment.*

Possessions: +1 rapier, +2 mighty composite shortbow [+1] with 10 *+1 arrows* and 10 masterwork arrows, *amulet of natural armor +1, gloves of Dexterity +2, bag of holding 2, cloak of resistance +3, bracers of armor +4, ring of protection +2, 2 potions of neutralize poison, 2 potions of cure serious wounds, potion of haste, potion of alter self, potion of invisibility,* Shadow Shoal tattoo, 5 doses of large scorpion venom (see the *Dungeon Master's Guide,* page 80).

Tactics: The snipers are hiding in the observation room, crouched in corners behind furniture. Allow the first PC who enters the room to make a Spot check opposed by the snipers' Hide checks to determine whether the assassins are detected. The snipers attack in unison 3 rounds after the first PC appears in the room. All three snipers focus their death attacks on that one character, hoping to take him or her out of the fight immediately. They then retreat out open windows into the rafters of the construction room (Climb, DC 20), trying to use ranged attacks as long as possible before engaging in melee.

12. THE REDSHORE LIGHT

Remarkably, this 120-foot-tall lighthouse still operates; the structure is solidly built and Tanner Herrisson (human male Com3) makes it a point of personal pride to keep the light going. The light consists of a dozen stones that have *continual flame* spells cast on them mounted before a large concave mirror, so there is no chance of wind or rain extinguishing its glow.

CORAL PORTAL

Coral portals can be found in areas **11**, **17**, and **30** in the city of Redshore. These magical devices are used by the assassins of the Shadow Shoal to move from one of these locations to another instantly, as well as to travel to their distant base of operations, the Coral Citadel. Each of these *portals* consists of a 5-foot-wide ring of 3-inch-thick blue coral. A *coral portal* is portable since it only weighs 100 pounds, but it does not function until it is affixed to a solid wall in some way and is then "awakened" by sacrificing 500 XP. The *portal* remains functional until it is removed from the wall (a full-round action that requires a successful Strength check, DC 30, for anyone but the person who awakened the *portal;* this person can remove the *portal* freely).

Once awakened, the *portal* transports anyone who touches the area inside the ring as if by *teleport without error*. It transports the person to one other coral *portal* within a ten-mile radius; if more than one such *portal* is available, the *portal* either transports the user to a random *portal,* or to the one the user is thinking about at the time the *portal* is activated. If the user bears a Shadow Shoal tattoo, he can choose instead to be transported to area **1** of the Coral Citadel.

Anyone who tries to use a *coral portal* and does not envision a specific location or does not bear a Shadow Shoal tattoo is instead transported to the sea bed 200 miles to the east of the Coral Citadel. The water depth here is just over 4 miles; the poor victim likely drowns or is crushed by the tremendous water pressure before long. A successful Use Magic Device check (DC 30) can temporarily deactivate this nasty trap, allowing anyone who visualizes the Coral Citadel at the time of transport to be transported there, even if they do not bear a Shadow Shoal tattoo.

Additional information about *portals* can be found in the *Forgotten Realms Campaign Setting,* pages 59–61.

13. HOUSE OF THE SEAFATHER

The most popular temple in town is the one dedicated to the Seafather; the patron god of sailors and those who travel the sea. This temple is overseen by Bishop Ashton Rolakay (human male Clr11) and his nine acolytes (various races, genders, and levels from 1 to 3), and he is currently horribly overworked. Many wounded line the aisles of the main temple, and all other available space is taken up by hundreds of scared worshipers huddling in the temple for protection. Ashton's spells are all but exhausted, and he would welcome aid from the characters.

14. RUTHIVALD'S IMPORTS

Although whaling is the primary source of income in Redshore, it is by far not the only successful business in town. Ruthivald Skorayn (human male Exp5) has made quite a name for himself importing luxury items to the citizens of Redshore. He's lost three of his four ships in the last few weeks, though, and has closed up his shop. He can be found on the top floor of his empty manor where he has just finished calculating how much he has lost. Ruthivald is only a few hours away from drinking himself into a stupor from which he won't awaken for several days.

15. THE HOUSE OF DUELS

The most successful tavern in Redshore, the House of Duels features nightly combats between illusory creatures created with shadow conjuration by its proprietor, Arkayli Kerrinsar (female human Sor8). Adventurers flock to this tavern, and it is one of the best places to hear local news and rumors. Today, though, the tavern is empty. Most of the visiting adventurers in Redshore have either already been killed or fled for safer locales. Arkayli is nevertheless still an excellent source to find out what's been happening in town; most commoners who are asked for information only point the adventurers in her direction.

16. REDSHORE HIGHMARKET

Normally the site of a bustling economy and filled with tents and booths, the Redshore Highmarket is deserted and flooded. A few tents and booths lie in ruins, their owners unable or unwilling to salvage them before they fled for shelter.

17. SCRIMM'S REMEDIES (EL 18)

This modest building on the edge of the Highmarket is boarded up tightly, as are most other shops. Unlike most other shops, though, this one is still inhabited by its owner. Garrison Scrimm runs this herbalist and apothecary, and has done so for nearly forty years. One of the old timers of Redshore, not many of the locals get along with the cranky old man, but certainly none of them suspect him of being one of the leaders of the Shadow Shoal assassins. For his own part, Garrison takes a secret delight hiding in plain sight—a seller of potions and drugs who just happens to be one of the most dangerous assassins in the land.

Most of Garrison's wares are fairly innocuous, harmless, or even slightly fraudulent. There is nothing in this building to belie his true nature except for the *coral portal* that hangs above his bed like a trophy in his bedroom.

Creatures: If this area is entered after the party's actions have been noticed by the Shadow Shoal, a group of three Shadow Shoal Snipers wait in hiding in this building to ambush them.

Shadow Shoal Snipers, Human Rog10/Asn5: See area **11** for statistics and tactics.

18. LADY WILLARUE'S RETREAT

Lady Willarue's establishment is one of the more popular locations in town; it's a place where a man or woman with a heavy purse can go to relax, get a massage, engage in pleasant conversation, and do whatever else comes to mind with Willarue's attractive employees. The current situation in Redshore has taken such idle entertainment out of the minds of the locals, and the establishment is currently closed.

Willarue (female half-elf Rog11) and her eight employees also comprise a minor thieves' guild, although they rarely dabble in anything more violent than blackmail and burglary. She is the only one in town who suspects that Scrimm might be a member of the Shadow Shoal but has so far kept this information to herself. A successful Diplomacy check (DC 30) would pry this bit of information from her, but only if it's accompanied by a guarantee of safety, 1,000 gp, and a promise that the source of the information is never revealed.

19. REDSHORE MERCHANT'S CONSORTIUM

This large five-story tower contains the offices of the Redshore Merchant's Consortium, a band of merchants who have joined together for protection and share the workload of their lifestyle. A few of their members have turned tail and fled town, but most remain behind, holed up in this tower waiting for the storm to pass. Their leader, Sir Delon Basilwik, is currently in the Hall of Records (area **30**) where he is working with other town leaders trying to come up with a solution to the problem facing Redshore.

20. REDSHORE GAMING HALL

Like so many other buildings, this business is closed for the storm. This once popular location is likely to

remain closed, for its owner packed his valuables and left town after the first of Urlkathoon's attacks.

21. ANDRIL SUNDERHAMMER'S FINE WEAPONRY

Andril Sunderhammer (male dwarf Exp11) is an accomplished weaponsmith who has run this shop for nearly eighty years. He can remember when Redshore had little more than a wood palisade for a wall, and he is quick to let any visitors know this. He has retreated to his smithy for the duration of the storm, pouring his anger and distress into his work. He sells exclusively masterwork weaponry.

22. THE CATHEDRAL OF ROSES

The second most popular church in town is the Cathedral of Roses, which is dedicated to the goddess of valor, bravery, and protection. This tall cathedral is made of pink marble, and like the House of the Seafather is filled to capacity with wounded and fearful worshipers. Annah Ravenlash (human female Clr6) and her five acolytes tend this temple.

23. RUINED SECTION

Urlkathoon's first major attack on Redshore occurred here when he led a wave of water elementals (while in water elemental form himself) on a blitz against the residences located here. Nothing remains now in this area but ruins.

24.–25. INNER GATES

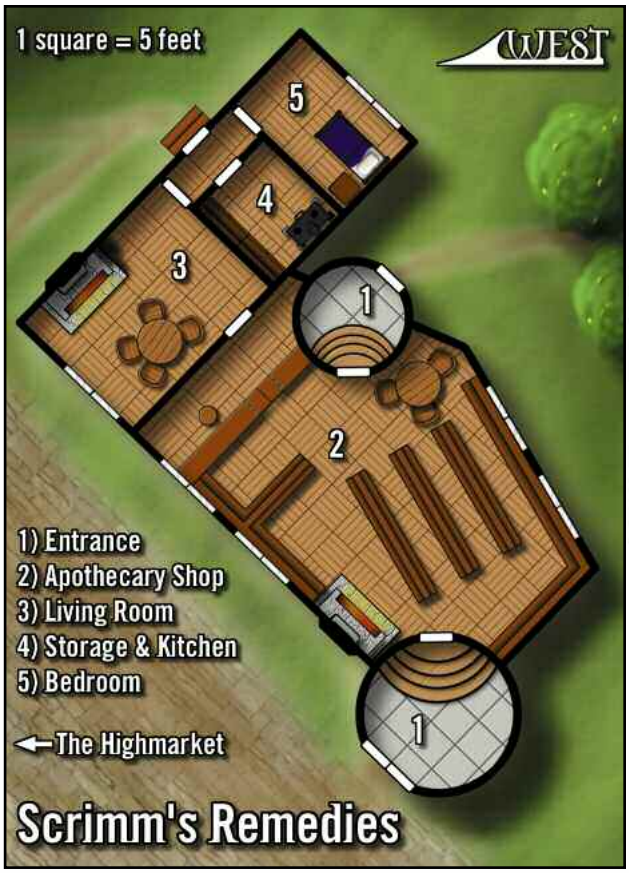
The two inner gates are equal in strength to the four external gates (areas **1–4**), except that they are currently open to allow access to the High City. Area **24** is known as Noble's Gate, while area **25** is known as Lorchester Gate.

26. ILAHARSUN'S TOWER

This secluded tower is as eccentric in architectural style as its solitary resident. Ilaharsun Skrii (female gnome Wiz9) is a retired adventurer who makes her living identifying and testing magic items for adventurers. She is currently working on researching a spell that protects her tower from the frequent lightning blasts that have been striking Redshore lately, but the going is slow with the storm causing so many distractions.

27. REDSHORE LIBRARY

This is a relatively small building on the surface, but its basement covers an area twice its size. The Redshore Library's contents are focused on local history, local trades (especially whaling and shipping), and the natural world. Although technically closed, Mariah Larumar (human female Exp2) is willing to



open her doors for a trustworthy looking group of characters. If a character wishes to research information in this library, you can reward her efforts however you wish; if the party seems stuck you can use this opportunity to encourage them toward the next part of the adventure by placing some clues.

28. KESTREL HOUSE

This stone building is the highest quality inn in Redshore. There are only six rooms in all, but each is a full suite that can easily accommodate four people. Prices to stay at the Kestrel House are 100% higher than normal, but the price is well worth the pampering. All six rooms are currently occupied by the displaced Lorchester family, who spend most of their time in the rooms mourning their fallen patriarch.

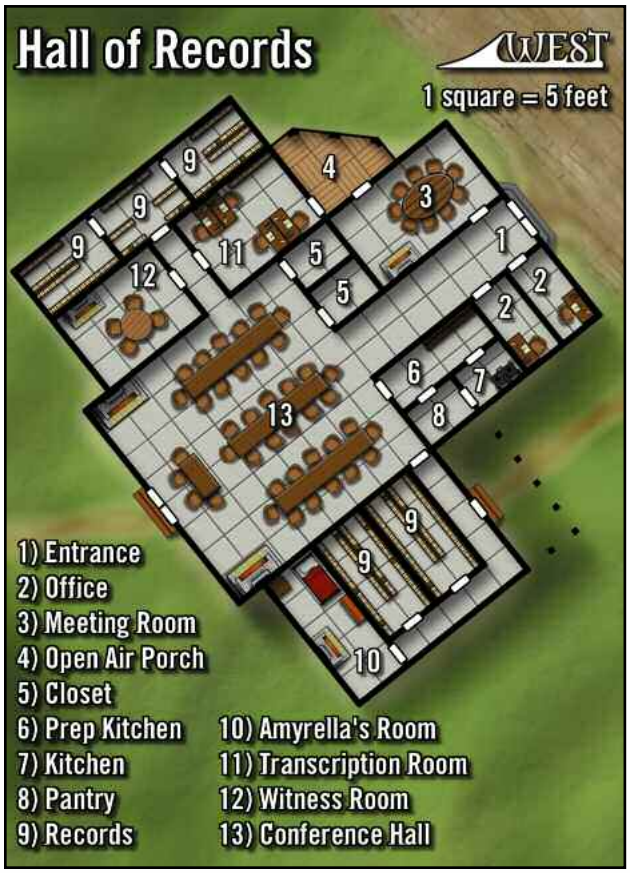
29. OLD MISKANAR'S PLACE

This building is the home of an old gnome named Miskanar (male gnome Com15). A lifelong resident of Redshore, he has lived here for nearly 180 years. Indeed, when he first built his house here, it was the only house in sight. Since then, he has come to accept the arrival of Redshore as a necessary evil; it's easy for him to go buy some mead now, even if he does have to follow the rules of "society" when he goes outside. He's currently hiding under his bed, waiting for the storm to blow over.

30. REDSHORE HALL OF RECORDS

This building is where the majority of the town's records are kept: tax information and payment records, birth and death records, land deeds, pretty much anything of a non-military topic that relates to Redshore as a town. There are several offices and meeting rooms in the northeast portion of the building for town officials to meet with citizens or each other. A small kitchen and dining area is located nearby. The southwest portion of the building is dominated by a huge meeting hall where various large meetings are held. This room is currently used by several of the more powerful and influential citizens of Redshore as they plan on how best to cope with the troubles that have hit the town of late. The northwestern portion of the building contains several rooms used to store files and records, as well as a room to create transcriptions of files and a room to witness the drafting of important documents. The southeastern portion contains yet more file storage, along with the personal quarters of Redshore's bookkeeper, Amyrella Ambermead.

While almost all of Redshore think of Amyrella as little more than the somewhat clumsy but gifted and cute halfling lass who keeps track of Redshore's paperwork and taxes, she is in fact the current leader of the Shadow Shoal assassins. She has worked as Redshore's town accountant for nearly ten years now, but the job is little more than a convenient cover for her true life. She has long been funneling funds away from income and merchant taxes to the Shadow Shoal, and she views the current troubles as a boon. After the storm, there will doubtless be tax increases to pay for repairs, and with tax increases come more opportunities to skim from the top.



Amyrella's room is somewhat drab and dull, apparently the personal chambers of a lonely and overly intellectual halfling. She knows better than to keep incriminating evidence in her room; the only thing that belies her true loyalty is the *coral portal* mounted on the inside of a closet. A cleverly hidden false wall can fold down along the back wall to hide the *coral portal*; discovering this false wall requires a successful Search check (DC 35). She has toyed with the idea of setting some traps in here to further ward the *portals* but for now she is content that the *portal* itself is trap enough for curious intruders.

If Amyrella becomes aware that the party is after the Shadow Shoal, she does not place assassin snipers here since she would rather not tip her hand. She removes the *coral portal* from the wall, brings it to Scrimm's home, and uses Scrimm's *portal* to gain the safety of the Coral Citadel, leaving absolutely no incriminating evidence in her chambers.

31.–33. LESSER SHRINES

Three lesser shrines are located here. These small shrines are not staffed by clerics and serve only as a place for worshipers to pay their respects to the three minor gods of Redshore. All three shrines are currently unoccupied. Area **31** is the Church of the Sacred Dawn, dedicated to the god of the afterlife. Area **32** is a Shrine to the Blue Lady, dedicated to the goddess of time and destiny. Area **33** is the House of Gold and Silver, dedicated to the god of commerce and trade.

34. REDSHORE MONEYCHANGER

This formidable stone structure serves as a lending house, moneychanger, and bank for the nobles and aristocrats of Redshore who don't feel safe keeping valuables in their homes. The moneychanger is warded by dozens of potent magical guardians and protections, and its curators have closed the building up tight until the storm blows over.

35. ABALONE TOWER

This tall stone tower is completely covered with abalone shell; in the sunlight, its walls shine with a prismatic beauty rivaled by no other building in Redshore. This six story tower is the home of the most powerful non-assassin spellcaster in town: Teladen Ruell (human male Wiz14). His tower is

currently sealed tight, but Teladen himself can be found in area **30** discussing the fate of Redshore with the others.

36. LASTGATE

This gate is the equal to those found in areas **1–4**, save that it stands open.

37. REDSHORE GARRISON

This is the site of Urlkathoon's latest and most successful attack on Redshore. None of the buildings of the garrison escaped unscathed, and fully 70% of the city guard perished in the battle.

38. LORCHESTER KEEP

The ancestral home of the rulers of Redshore, Lorchester Keep sits abandoned for the first time since the city's founding. The displaced aristocrats are staying at the Kestrel House until the storm blows over, after which they see to the task of rebuilding their home.

EVENTS

The following events all occur fairly rapidly after the party arrives in Redshore. They are not tied to any one location and can happen anywhere and at any time the DM feels they should occur.

EVENT 1: THE REDSHORE COUNCIL

The party is free to arrive at Redshore using any method of travel they wish; no matter how they arrive, they find the city in the same condition. The streets are empty, many buildings are damaged or boarded up, and the entire place is wreathed in a violent, near-hurricane strength storm. Allow them to wander about the town as they will; eventually their questions should result in directions to the Redshore Hall of Records to speak with the town's leadership. If the party decides instead to simply wander around, not much happens until later in the afternoon when Event 2 occurs. All of the town's inns are closed, but a persistent party that doesn't come off as a band of thugs can convince someone to open their doors if they end up needing to spend the night somewhere in town.

If the PCs approach the Redshore Hall of Records, they find a lively meeting in progress in the main meeting hall. Present are Erik Lorchester (representing the Lorchester family), Sara Remme (representing the Redshore guard), Sir Delon Basilwik (representing the Redshore Merchant's Guild), Prelate Ivalar Skeen (human male Clr6, representing the House of the Seafather), Teladen Ruell (representing Redshore's spellcasters), and about a dozen various cohorts and servants. Also present is a remarkably pretty halfling woman; this is Amyrella Ambermead (she is making transcriptions of the meetings, while at the same time listening closely to see if anything about the Shadow Shoal is mentioned by the nervous city folk).

The party is initially greeted with suspicion and distrust. After they introduce themselves, allow the players to make level checks modified by their Charisma modifier against a DC of 30; success indicates that several of the people present have heard of that character's exploits. This might aid or hinder their efforts to get on the good side of the council. The initial attitude of the council is Unfriendly (as detailed on page 149 of the *Dungeon Master's Guide*); their attitude must be changed to Friendly before they agree to trust the party with their problems. For each party member recognized by the council for their past exploits, assign a +2 or –2 modifier to any Diplomacy checks, depending on if they are recognized for their fame or infamy.

Assuming that the party gains the trust of the council, they quickly recount what they know about what happened recently in town. A bulleted list of this information is presented below.

- Seven weeks ago, ships in the vicinity of Redshore reported increased trouble with sea life. Whales in particular were acting strangely antagonistic toward the vessels.
- Four weeks ago, this strange activity increased as numbers of whales and even elementals began to sink ships traveling to and from Redshore. Word spread quickly, and all trade and travel via the sea dropped off within a few days.
- No new ships have arrived at Redshore for the past three weeks. Food stores in the city are beginning to run low.
- Three weeks ago, animal attacks began to increase in the outlying areas.
- Two weeks ago, the animal attacks spread to the city itself.
- One week ago, elementals and various plant monsters joined the animals. The city guard was hard pressed to keep the streets safe.
- The storms began one week ago as well. They have been slowly building in power to the hurricane force winds that currently pound the city. They brought freak lightning storms as well, the bolts of which seem to unerringly seek out large buildings and individuals.
- Five days ago, a large number of water elementals burst out of a sewer entrance in the northwestern part of the city. They were led by a water elemental of great size that commanded powerful magic. The elementals destroyed several buildings before they were forced to retreat.

• Three days ago, a host of water, earth, and air elementals struck at the whaling industry in the southern portion of town at the height of one of the destructive lightning storms. At the same time, a great scarred cachalot whale swam into the harbor and destroyed many of the docks and waterfront warehouses.

• Yesterday, a third attack proved more devastating than anything that came before. A huge number of elementals, led this time by a spellcasting air elemental of enormous size, struck at Lorchester Keep. The battle was furious, and although the elementals were eventually repulsed, only a quarter of the city guard survived the battle. Lord Lorchester himself was slain in the battle, and the survivors have had to abandon their ruined keep to live in town.

• Attempts to raise Lord Lorchester from death have failed. According to Ivalar Skeen, this is because Lord Lorchester's demoralized spirit did not want to be raised, possibly because he feels he has failed his city. Erik Lorchester denies this theory vehemently, at which point the two of them begin a loud and disruptive argument that continues for hours if the party does not intervene.

When asked what they plan to do now, the council replies that they intend to wait until the next day in hopes that the worst of the storm passes, at which time they plan on traveling from door to door recruiting as many citizens as possible into a militia to help defend the city (this is the angry Erik Lorchester's idea). The problem is that they don't rightly know who their enemy is, or where they are located. At this point, allow the characters to make a Sense Motive check (DC 20) to realize that the members of the council are hiding something. If anyone confronts the council on this, they become obviously nervous and edgy, hemming and hawing and trying to change the subject. At this point, Amyrella Ambermead sighs loudly and interrupts:

"Alright, if none of you louts are gonna say it, I guess the bookkeeper has to. These fine folk obviously want to help us out, so we don't gain nothin' keeping things from them!" The pretty halfling blushes, apparently shocked at her own boldness, then takes a deep breath and turns to face you. "You see . . . there's been rumors for the past several years that the Shadow Shoal have established a base of operations in town, and everyone's too afraid to even talk about it. They say that those who start talking about the Shadow Shoal end up dead, or worse! Nevermind the fact that until today, we haven't had anything remotely like an assassination in Redshore at all; if there *were* a branch of the Shadow Shoal operating in town over the past several years, wouldn't we have seen evidence of their actions well before today?

"If you ask me, our problem is with those giants up north. They've got a circle of druids leading them, I hear. Maybe something riled them up and they're taking it out on us! Anyway . . . sorry to interrupt things, but I just had to let you know that we all appreciate any help you can give us, even if most of us here aren't bright enough to recognize a legitimate offer for help if it kicked us in the teeth."

After Amyrella's outburst, the remainder of the council becomes subdued and embarrassed. Erik Lorchester apologizes for the outburst, and thanks the party for coming to offer their aid. He offers to let them stay in a room at the Kestrel House for the night; tomorrow, they have a lot of research and work to do. At this time, the council begins to break up as nightfall approaches.

Amyrella's outburst is a calculated move. She knew that the topic of the Shadow Shoal was only moments from being broached, so she tried to defuse it by casting derision on the idea that the Shoal was even present in town. At the same time, she hopes the party takes the bait and travels north to investigate the giants (who are indeed lead by a circle of evil druids, but they have nothing to do with the troubles facing Redshore), so that they stay out of her way.

EVENT 2: THE WEATHER WORSENS

Later that night, Urlkathoon attacks again. He remained in air elemental form after his attack in the morning, floating about in the storm (his abilities as an air elemental and his magic items, especially his *orb of storms*, more than protect him from harm) and watching the town.

Around midnight, a few hours before his elemental *wild shape* expires, he decides to unleash a *storm of vengeance* from his *orb of storms* onto the city. Ten minutes before he casts the spell, he causes the *control weather* spell he has cast to become calm and serene, hoping to draw out some likely targets. When the storm has abated, he creates the *storm of vengeance*. This affects a 360-foot diameter area of the city; go ahead and select a location that indirectly targets the party's location so they'll be part of the action.

The *storm of vengeance* likely damages several buildings, since no one is foolish enough to venture outside. He casts his spell from a vantage point about 1,500 feet up in the sky. Chances are he isn't spotted before the *storm of vengeance* runs its course, after which he once more manipulates the controlled weather to return the hurricane conditions before retreating to the sea to resume his natural form, rest, and eventually replenish his spells for the next day.

EVENT 3: USING DIVINATION MAGIC

The PCs doubtless resort to Divination magic to learn more about the situation. If and when they do, use the opportunity to provide clues to the party rather than to devalue their high-level Divination spells. A *divination* spell cast for the question, "Is the Shadow Shoal responsible for the weather in Redshore?" might give a response like: "The hornet's nest awakens when rocks are thrown from the shallows."

Spells like *commune* and *contact other plane* are more difficult to adjudicate since their responses are not as murky as those provided by lesser Divination spells, but if you adhere to answering questions exactly as they are asked and not volunteering any more information than is called for, you can usually preserve the mystery of an adventure while at the same time letting the PCs enjoy using their abilities. You can even use the answers to guide the party to the next encounter or event.

EVENT 4: THE FOURTH ATTACK (EL 23)

After Urlkathoon rests, heals up from the previous day's battle, and replenishes his spells, he returns to Redshore to mount another attack. Feel free to stage this attack in any way you see fit. If you do not stage the attack near or at the party's location, they should hear about the attack soon enough that they can respond in time. Possible targets for the attack include the House of the Seafather, the Redshore Light, the Redshore Hall of Records, and the

A WHALE TO REMEMBER

Urlkathoon, Awakened Cachalot Whale Drd16: CR 23; Gargantuan Animal (Aquatic) (62 ft. long); HD 30d8+270; hp 405; Init +1; Spd swim 40 ft.; AC 16 (touch 7; flat-footed 15); Atk +29 melee (4d6+14, bite), +24 melee (1d8+7, tail slap); Face/Reach: 20 ft. by 40 ft./10 ft.; SA spells, *wild shape* 5/day, *wild shape* (Tiny, Large, Huge), *wild shape* (elemental) 1/day; SQ blindsight, nature sense, woodland stride, trackless step, resist nature's lure, venom immunity, timeless body; AL CN; SV Fort +27, Ref +16, Will +24; Str 38, Dex 13, Con 28, Int 14, Wis 30, Cha 12.

Note: All of Urlkathoon's ability scores have a +2 inherent bonus from the *Shadar Pool,* except Wisdom, which has a +5 inherent bonus from the *tome of understanding* Urlkathoon read long ago.

Skills: Animal Empathy +16, Concentration +28, Intuit Direction +18, Knowledge (nature) +18, Listen +19, Spellcraft +25, Spot +20, Wilderness Lore +29. *Feats:* Cleave, Natural Spell*, Power Attack, Quicken Spell. *Epic Feats:* Improved Elemental Wild Shape, Gargantuan Wild Shape.

*These feats are described in *Masters of the Wild*. Epic feats are described in the *Epic Level Handbook*. See the sidebar for information on these feats.

Spells Prepared (6/8/8/7/6/6/5/4/3, base save DC = 20 + spell level): 0—*detect magic* (×2), *flare, light* (×2), *read magic;* 1st—*animal friendship, calm animals, cure light wounds* (×2), *entangle* (×2), *obscuring mist* (×2); 2nd—*animal messenger, charm person or animal* (×2), *fire trap, flaming sphere, heat metal, soften earth and stone, tree shape;* 3rd—*call lightning, contagion, cure moderate wounds* (×2), *protection from elements* (×2), *stone shape;* 4th—*control plants, cure serious wounds* (×2), *dispel magic, flame strike, rusting grasp;* 5th—*animal growth, control winds, death ward, obscuring mist* (quickened), *transmute rock to mud, tree stride;* 6th—*charm person or animal* (quickened), *greater dispelling, repel wood, summon nature's ally VI, transport via plants;* 7th—*control weather, fire storm, greater magic fang* (quickened), *heal;* 8th—*finger of death, flame strike* (quickened), *whirlwind*.

Note: Urlkathoon can cast spells in his natural form using a variant of whalesong in place of speech (for verbal components) and using his tail and flippers in place of arms and hands (for somatic components)).

Possessions: Druid's satchel, orb of storms, rod of elemental mastery, crystal ball with telepathy, pearl of power (8th-level spell), *pearl of power* (4th-level spell), *wand of cure critical wounds* (43 charges), *figurine of wondrous power* (ivory goats). Urlkathoon has also gained the benefit of reading a *tome of understanding* +5. He keeps his magic items stowed in his *druid's satchel* until they are needed; note that he cannot manipulate or use most of his items while in his natural form.

Animal Companions: Urlkathoon has used *animal friendship* to gain the companionship of a pair of cachalot whales and a giant octopus; all three of these creatures are currently patrolling the shipping lanes near Redshore and attacking any ships they encounter. They are not encountered by the party in this adventure.

Dominated Elemental: Urlkathoon has dominated an elder air elemental with his *rod of elemental mastery*. The dominated elemental is never found far from his side.

Elder Air Elemental: hp 204; *Monster Manual* 81.

Description

In his natural form, Urlkathoon is a 64-foot-long sperm whale with dead black skin that is pocked with scars and old wounds. He prefers to explore the seas with other whales, but lately he has become horribly obsessed with revenge against the unknown assassins who slew his mistress, Tesseril.

In combat, Urlkathoon prefers to use his spells while in *wild shape* form. His epic-level feats allow him to assume a form from Diminutive size up to Gargantuan size; his favorite *wild shape* is a Gargantuan elder elemental. His Natural Spell feat lets him cast spells in any of his *wild shape* forms, despite the probable lack of hands or a voice.

Urlkathoon's Improved Elemental Wild Shape feat broadens his choices in elemental form; instead of assuming the form of a standard elemental (air, earth, fire, or water), he can assume the form of any creature of the Elemental type, such as an invisible stalker or a thoqqua. Urlkathoon is still not used to being awakened and has yet to fully understand human society.

Cathedral of Roses. Urlkathoon comes to shore in silence well to the south of town and assumes the form of a Gargantuan earth elemental. He then uses his *rod of elemental mastery* to grant himself protection from all elements and then invokes an *elemental swarm* to call forth several earth elementals. They then head north to strike at their target. Urlkathoon's dominated elder air elemental follows along in the air. Urlkathoon presses the attack until he is reduced to 100 hit points or fewer, or until all of his earth elementals are slain.

If the party shows up to fight him, Urlkathoon concentrates his energy against the PCs while his earth elementals fight the townsfolk. At the start of each action, Urlkathoon makes a Wisdom check (DC 30) with a cumulative +2 bonus for each round that passes. When he succeeds, he realizes with a shock that the party is the same group he's been having visions about for the past several weeks. When he realizes this, he becomes confused and retreats from the combat, abandoning his elementals to their fate (although his dominated elder air elemental retreats with him). He returns to his natural form and retreats out to sea as soon as possible.

Urlkathoon, Awakened Cachalot Whale Drd16: See the sidebar on the previous page for complete statistics.

EVENT 5: URLKATHOON CONTACTS THE PARTY (EL 23)

Some time after Urlkathoon's fourth attack, he attempts to make peaceful contact with the party. He first returns the weather plaguing Redshore to normal. He then uses *animal messenger* or his dominated air elemental to contact the party and arrange a meeting. If this fails, he *wild shapes* into some harmless-looking animal and tries to contact them in person. Urlkathoon is somewhat nervous around large numbers of people and prefers to arrange a meeting with the party in some location outside city limits, preferably on the coast. Urlkathoon's visions have indicated to him that the party can provide him with the aid he needs to return to the Shadar Caves and learn more about his enemies.

If the party agrees to meet with Urlkathoon, he admits to being the one responsible for assaulting Redshore over the past several days. Urlkathoon has the following pieces of information to impart:

- Urlkathoon was *awakened* by a powerful aquatic elf druid named Tesseril; he learned the secrets of the druidic way from her. Tesseril was the guardian of a potent artifact known as the *Shadar Pool*; Tesseril allowed Urlkathoon to bathe in the pool and, in so doing, he gained great insights and experience. He can describe the *Shadar Pool* if asked; the description matches the visions of the strange sphere of liquid in the party's visions.
- Several months ago, Tesseril was attacked by a powerful assassin and his cohorts. Urlkathoon heard Tesseril's mental call for help, but he arrived too late to save her. She had been slain, and her body and soul were absorbed by the *Shadar Pool*. Urlkathoon went mad with rage and spent the next month stalking the seas and wreaking havoc wherever he went.
- Eventually, his rage subsided and he attempted to return to the Shadar Caves to figure out what had occurred and set things right, but the caves had been discovered by a powerful kraken. In addition, Urlkathoon knew that a powerful construct, whose exact nature he is not aware of, guarded the pool and that it had likely gone rogue upon Tesseril's death. He couldn't risk invading the caves on his own.

Urlkathoon used his spells to speak with the plants, fish, and stones of the sea. From them, he learned that three of the assassin's cohorts survived the battle. He traced their movements back to Redshore and decided to exact his revenge. Unfortunately, Urlkathoon didn't know who the assassins were, and he didn't understand human society enough to find out. So he decided to destroy Redshore and everyone within, and in so doing, the assassins as well.

DROWNING, FREEZING, AND BEING CRUSHED

At four-and-a-half miles below sea level, air-breathing creatures need magic to breathe. Further, the temperature at this depth is a bone-chilling 4°F and deals 1d6 points of cold subdual damage each minute of exposure.

The water pressure quickly crushes most visitors, dealing a crushing 237d6 points of pressure damage per minute; a successful Fortitude saving throw (DC 15, +1 for each previous check) means the swimmer takes no damage in that minute. Urlkathoon is acclimated to the pressure (as are other creatures found in the watery depths), but the party likely needs to turn to magic to avoid pressure damage.

Incorporeal creatures are immune to pressure damage, so any spell that grants this quality (such as *gaseous form*) can protect a character. Immunity to bludgeoning attacks also provides immunity to pressure damage. *Plate armor of the deep* protects against pressure damage, as does a *necklace of adaptation*. The *freedom of movement* spell also prevents pressure damage, as it allows the protected individual to move about without being impeded by water at all. Other effects can protect against pressure damage as you see fit.

Urlkathoon's wish now is to enlist the aid of the party in returning to the Shadar Caves. With their aid, he feels confident that they can overcome the kraken and the artifact's other guards.

He has had visions lately of the *Shadar Pool* and Tesseril, and he knows her spirit is in pain, as well as that it knows who is responsible for her death. If he finds out that the party has been having the same visions, he is even more convinced that they should accompany him. He would like to leave as soon as possible but understands if the party wants to rest and prepare for a day. He knows the layout of the Shadar Caves, and he is more than willing to impart this knowledge to the party.

FEATS OF CHAMPIONS

Some of the feats presented in NPC stat blocks in this adventure appear in products other than the three core rulebooks. These feats are reprinted here for your convenience.

Feat from *Masters of the Wild:*

Natural Spell [Wild]

You can cast spells while in a *wild shape*.

Prerequisite: Ability to use *wild shape,* Wis 13.

Benefit: You complete the verbal and somatic components of spells while in a *wild shape*. For example, while in the form of a hawk, you could substitute screeches and gestures for the normal verbal and somatic components of the spell. You can use any material and somatic components of a spell. You can use any material components or focuses that you can hold with an appendage of your current form, but you cannot make use of any such items that are melded within that form. This feat does no t permit the use of magic items while in a form that cannot ordinarily use them, and you do not gain the ability to speak while in a *wild shape*.

Feat from *Sword and Fist:*

Rapid Reload [General]

You reload a crossbow more quickly than normal.

Prerequisites: Base attack bonus +2, proficiency with the crossbow used.

Benefit: You can reload a hand crossbow or light crossbow as a free action that provokes an attack of opportunity. You can use this feat once per round.

Normal: Loading a hand or light crossbow is a move-equivalent action, and loading a heavy crossbow is a full-round action.

Feats from *Epic-Level Handbook:*

Automatic Silent Spell [Epic]

You can cast any of your lesser spells silently.

Prerequisites: Silent Spell, Spellcraft 24 ranks, ability to cast 9th-level arcane or divine spells.

Benefit: You may cast all 0-, 1st-, 2nd-, and 3rd-level spells as silent spells without using higher-level spell slots.

Special: You can gain this feat multiple times. Each time you take the feat, the spells of your next three lowest spell levels can now be silenced with no adjustment to their spell slots. Thus, a wizard who takes this feat twice can cast his 0- through 6th-level spells as silent spells with no adjustment to their spell slots.

This feat doesn't increase the casting time for spells that normally become full-round actions when cast in metamagic form (including sorcerer spells and spontaneously cast spells, such as a good cleric's cure spells). However, since bard spells can't be enhanced with the Silent Spell feat, they can't be affected by this feat either.

Improved Elemental Wild Shape [Wild] [Epic]

You can take the form of a greater variety of elementals than normal.

Prerequisites: Wis 25, ability to *wild shape* into an elemental.

Benefit: Your ability to *wild shape* into an elemental is expanded to include all elemental creatures (not just air, earth, fire, and water elementals) of any size that you can take when using *wild shape* to become an animal. For instance, if you are normally capable of using *wild shape* to become a Huge animal, you can now *wild shape* into a Huge elemental creature. You gain all extraordinary and supernatural abilities of the elemental whose form you take.

Normal: Without this feat, you may only *wild shape* into a Small, Medium-size, or Large air, earth, fire, or water elemental.

Gargantuan Wild Shape [Wild] [Epic]

You can *wild shape* into animals of Gargantuan size.

Prerequisite: Ability to *wild shape* into a Huge animal.

Benefit: You can use your *wild shape* to take the shape of a Gargantuan animal.

Normal: Without this feat, you cannot *wild shape* into an animal greater than Huge size.

Lingering Damage [Epic]

Your sneak attacks continue to deal damage even after you strike.

Prerequisites: Sneak attack +8d6, crippling strike class feature.

Benefit: Any time you deal damage with a sneak attack, that target takes damage equal to your sneak attack bonus damage on your next turn as well.

Perfect Two-Weapon Fighting [Epic]

You can attack with your off-hand weapon as frequently as with your primary weapon.

Prerequisites: Dex 25, Ambidexterity, Greater Two-Weapon Fighting (from *Masters of the Wild*), Improved Two-Weapon Fighting, Two-Weapon Fighting.

Benefit: You can make as many attacks with your off-hand weapon as with your primary weapon, using the same base attack bonus. For example, a character with this feat and a base attack bonus of +18/+13/+8/+3 could make four attacks per round with his primary weapon and four attacks per round with his off-hand weapon, using this base attack bonus. You still take the normal penalties for fighting with two weapons.

Normal: Without this feat, you can only get a single attack with an off-hand weapon (or two attacks with an off-hand weapon if you have Improved Two-Weapon Fighting, or three attacks with an off-hand weapon if you have Greater Two-Weapon Fighting).

Special: A ranger can qualify for this feat even if he hasn't taken Ambidexterity or Two-Weapon Fighting, but can use it only when wearing light armor or no armor.

If the PCs drag their feet or would prefer to remain in Redshore and track the assassins personally, Urlkathoon becomes agitated. He tries to bribe the party by telling them that if they free the *Shadar Pool* it can reward them with more power and knowledge than they can fathom. If the party still refuses to help, Urlkathoon leaves them immediately, only to attack them at some point in the near future, enraged that they spurned him.

Ad Hoc Experience Award: If the party manages to befriend Urlkathoon, award them experience points as if they had defeated him in combat.

EVENT 6: RETURN TO REDSHORE

After the party soothes Tesseril's spirit and bathes in the *Shadar Pool,* they should return to Redshore to track down the three assassins. Unfortunately, Amyrella anticipated this, and she and Aaron Kientai have retreated to the Coral Citadel to make plans on how to deal with them. Garrison Scrimm and several groups of Shadow Shoal assassins remain in Redshore to observe the party and possibly attempt assassinations as detailed under Event 7.

It should be fairly easy for the party to track down the three assassins once they have descriptions of them from Tesseril's spirit. They have already met Amyrella, and depending on where they went earlier in Redshore, they might have even met Garrison or Aaron. A successful Gather Information check (DC 20) locates someone in town who knows either Garrison or Aaron by the party's description, and they can guide them to either of their homes. The homes of the three assassins are detailed in the key to Redshore.

In any case, now that the horrible weather is over and the attacks seem to have ended, the city of Redshore is slowly getting back to its feet. The PCs are hailed as heroes for stopping the attacks; the townsfolk accept most any story as to why the attacks have ended as long as the party doesn't concoct a story that's too outlandish. Telling the truth won't make them many friends, and if the citizens of Redshore learn that the one who caused all the damage still lives, they become unfriendly and possibly hostile toward the party.

EVENT 7: ASSASSINATION ATTEMPTS (EL 18 OR 21)

After their return from the Shadar Caves (earlier if they nose around in Shadow Shoal business), the party is marked for assassination by the Shadow Shoal. There are a total of six Shadow Shoal snipers in town, along with Garrison Scrimm. The first attempt occurs not long after their return to Redshore and is attempted by a group of three Shadow Shoal snipers. If they fail, a second group makes an attempt within the hour. If the second group fails, the only remaining Shadow Shoal assassin in town attempts to finish the job. Garrison Scrimm also attempts to assassinate the party if they force their way into his home. Scrimm is a dangerous foe; his favored tactics are detailed at the end of the adventure. If things look grim, he casts *word of recall* to retreat to the Coral Citadel.

Shadow Shoal Snipers, Human Rog10/Asn5 (3): See area 11 in "Redshore" for statistics.

Garrison Scrimm, Human Male Clr18/Asn3: See the "Coral Citadel" for complete statistics.

THE JOURNEY BELOW

The exact location of the Shadar Caves is left vague so you can place them somewhere appropriate in your campaign. The only requirement is the fact that they are located nearly four-and-a-half miles underwater in the side of a yawning oceanic trench. This adventure assumes that the trench in question is located only a few hundred miles from Redshore.

Urlkathoon can lead the party to the Shadar Caves, although it normally takes the whale at least four days to swim to the trench. The party might be able to speed this time by using magic to travel to the area. *Teleport* spells cut down the majority of the distance, although the powerful aura of the *Shadar Pool* prevents teleportation magic of 9th level or less from functioning within a two-mile radius, so for at least part of the distance the party must swim.

The ocean floor lies a mere three miles below sea level; the trench drops two miles deeper than that. Urlkathoon can guide the party toward the entrance to the caves below. Fighting, moving, and casting spells underwater is more difficult than on land. The "Water, Water Everywhere" article in *Dragon Magazine* #291 presents all the rules for running adventures underwater. Some of the information from that article is reprinted in the "Combat Adjustments for Water" sidebar for your convenience.

Note: In encounters in which Urlkathoon aids the party, he gains a full share of experience.

THE SHADAR CAVES

The entrance to the Shadar Caves can be seen for some distance, as it is filled with phosphorescent seaweed and bioluminescent fish. It is also the lair of Ithkarsus, a kraken cleric who worships a nearly forgotten god of sea monsters and storms.

The caves themselves consist of two distinct areas. The western caves are natural and filled with flickering light from the glowing plants and fish. The eastern portion of the caves are actually several chambers

carved from the rock ages ago; these caves are illuminated by numerous *continual flame* spells.

There are no wandering monsters in the Shadar Caves. The keyed encounters for the Shadar Caves follow:

1. ITHKARSUS'S LAIR (EL 21)

Read or paraphrase the following when the PCs enter the Shadar Caves:

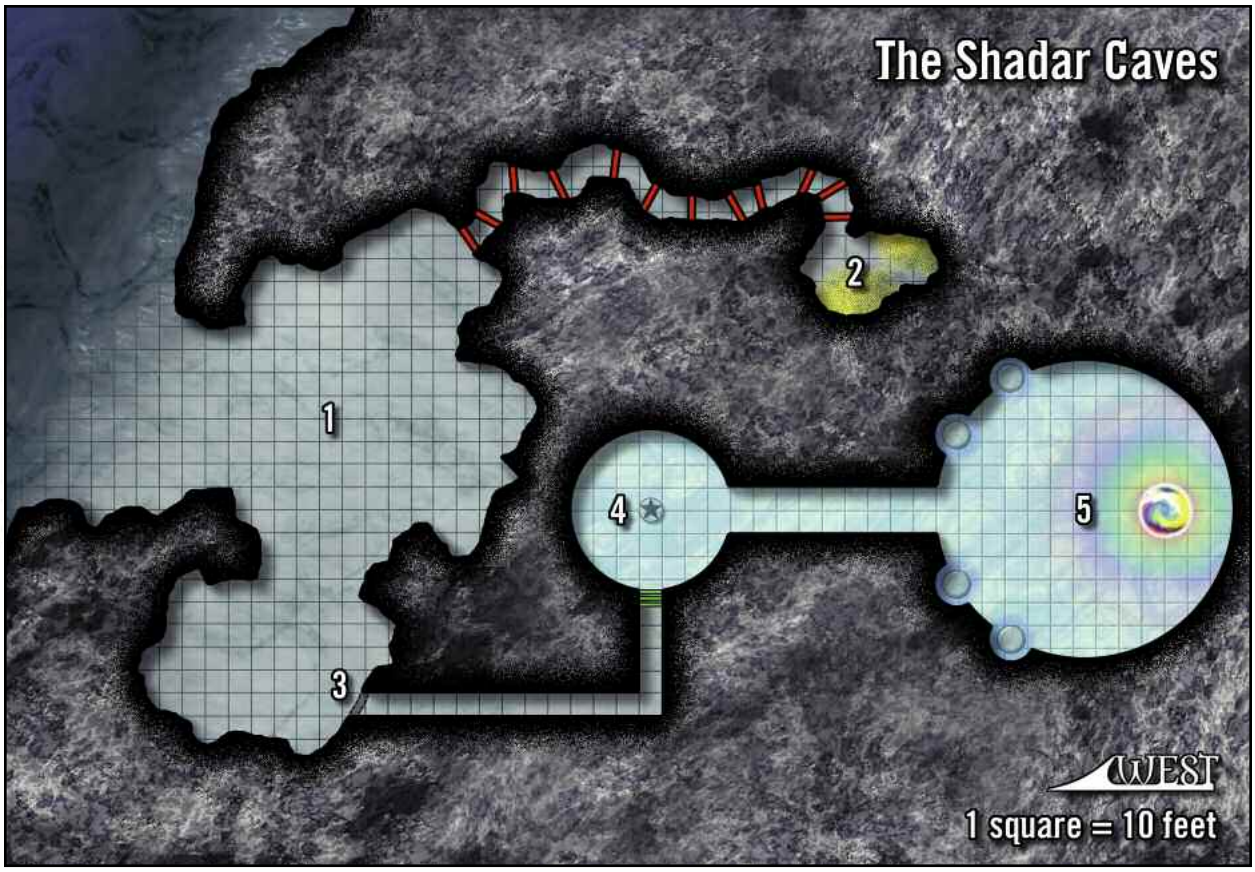
> This cavern is massive and filled with an alien forest of glowing seaweed of strange shapes and disturbing size. Luminescent fish flit among the undulant fronds, preventing you from seeing far into the cavern. As you swim into the cave, a strange shudder passes through you, and you somehow know that the *Shadar Pool* knows you have arrived, and it is anticipating your next move.
>
> The floor and ceiling of this cavern are anything but smooth. The ceiling averages 60 feet high, and in most places the seaweed reaches all the way from the floor to the roof. But not all of the "fronds" are seaweed—many of them are the writhing tentacles of a squid the size of a large house!

Creature: Ithkarsus and his dire shark animal companion hide in the cavern. The seaweed grants one-half concealment (20% miss chance) against ranged attacks, but no cover against melee attacks.

Ithkarsus, Kraken Clr9: CR 21; Gargantuan Magical Beast; HD 20d10+9d8+319; hp 469; Init +4; Spd swim 20 ft.; AC 25 (touch 11, flat-footed 25); Atk +36 melee (2d8+14, 2 tentacle rakes), +34 melee (1d6+7, 6 arms), and +34 melee (4d6+7, bite); SA spells, improved grab (grapple check +52), constrict 2d8+14 or 1d6+7; SQ jet, ink cloud, spell-like abilities; AL NE; SV Fort +29, Ref +15, Will +22; Str 38, Dex 10, Con 32, Int 18, Wis 32, Cha 12.

Skills: Concentration +33, Knowledge (geography) +9, Knowledge (nature) +9, Knowledge (religion) +16, Listen +22, Scry +16, Search +15, Spellcraft +22, Spot +22. *Feats:* Alertness, Blind-Fight, Combat Casting, Expertise, Improved Critical (tentacle), Improved Disarm, Improved Initiative, Improved Trip, Iron Will, Multiattack, Power Attack.

Cleric Spells Prepared (6/8/8/7/6/4, base save DC = 21 + spell level): 0—*detect magic, guidance* (×2), *read magic, resistance* (×2); 1st—*cure light wounds* (×3), *divine favor, doom, inflict light wounds*, protection from good, sanctuary;* 2nd—*bull's strength, cure moderate wounds* (×3), *endurance, hold person, shatter*, speak with animals;* 3rd—*contagion*, cure serious sounds* (×3), *dispel magic, meld into stone, speak with dead;* 4th—*cure critical wounds* (×2), *death ward, inflict critical wounds*, poison, spell immunity;* 5th—*commune with nature*, righteous might, spell resistance, true seeing.*



*Domain Spells. *Domains:* Animal (cast *animal friendship* 1/day; Knowledge [nature] is class skill), Destruction (smite 1/day with +4 bonus to attack and +9 bonus to damage).

Possessions: Ring of spell storing (currently stores two *slay living* spells), *ring of protection +5*, *rod of absorption* (currently contains no absorbed spells, 38 charges), *staff of life* (10 charges), *periapt of Wisdom* (+6). Ithkarsus wears the periapt and the rings on three of his tentacles; this does not prevent him from using the arms in combat. He typically grips the *rod of absorption* in one tentacle and the *staff of life* in another, preventing him from using these two arms in combat. Thus, a typical attack consists of only two rakes and four arm attacks.

Dire Shark: hp 135, *Monster Manual* 58.

Tactics: The dire shark surges forth to attack the instant intruders enters the cave, while Ithkarsus casts *meld into stone*, after which he casts spells on himself in the following order: *endurance*, *bull's strength*, *protection from good*, *true seeing*, *spell immunity*, *righteous might*, *death ward*, and *divine favor*. Once he's done casting, he joins the combat, flailing with his tentacles and using his *staff of life* to heal himself whenever he is reduced to fewer than 100 hit points. Ithkarsus uses a few of his arms to disarm opponents or trip them, taking full advantage of his feats. He uses Power Attack once he figures out which targets have low Armor Classes.

2. TREASURE CAVE (EL 11)

Read or paraphrase the following when the characters enter the passage to area **2**:

> This corridor looks to have been shaped from the surrounding rock. While the width of the passage varies slightly, it is mostly 10 feet wide. Twists and bends obstruct your vision beyond 25 feet.

Ithkarsus can wriggle into the cavern with some difficulty; his swim speed is halved while he's wedged into the cave, but this won't stop him from pursuing characters down the tunnel. Additionally, the tunnel is thoroughly trapped.

Trap: Ithkarsus has placed twelve *glyphs of warding* in the tunnel leading to this cave. Each *glyph* is actually a ring inscribed on the circumference of the passage; the red lines on the map indicate trigger points. These *glyphs* should only inconvenience a 20th-level party, but they do serve to keep the PCs on their toes.

***Glyphs of Warding* (12):** CR 4; 4d8 points of sonic damage; Reflex save (DC 24) halves; Search (DC 28); Disable Device (DC 28).

Read or paraphrase the following when the PCs exit the trap-laden corridor:

> Beyond the twisting passageway, you discover a room piled high with the treasure of the deep sea.

What once occupied the holds of heavily laden merchant vessels now fills this room nearly to capacity. Chests overflowing with coins are heaped along one wall, and you see evidence of other goods scattered among the treasure.

Treasure: This cavern is where Ithkarsus stores his treasure. This loot was scavenged mostly from sunken ships over many years. The treasure consists of 10,000 cp, 30,000 sp, 16,000 gp, 1,000 pp, thirty-four gemstones worth a total of 17,000 gp, a *sword of subtlety*, a *+5 moderate fortification breastplate*, a *holy sun blade*, and a *staff of charming* (34 charges).

3. HIDDEN ENTRANCE

The dotted line on the map indicates the presence of a section of 5-foot-thick stone that is permanently enchanted with a variant of the *phase door* spell. The wall remains solid until it is touched by someone who consciously wills the wall to fade, at which point it remains ethereal for 5 rounds. Urlkathoon knows the location of the *phase door*, and he is happy to show it to the party. He also needs to assume a smaller *wild shape* form to continue with the party. He chooses the form of a water elemental if he hasn't used his elemental *wild shape*; otherwise he assumes the form of a regular sea animal.

COMBAT ADJUSTMENTS FOR WATER[1]

Condition	Slashing or Bludgeoning Attacks/Damage	Claw or Tail Attacks/Damage	Move	Off Balance?
Freedom of movement effect	Normal	Normal	Normal	No
Swim speed	–2/Half	Normal	Normal	No
Successful Swim check	–2/Half[3]	–2/Half	Quarter or half[2]	No
Firm Footing[4]	–2/Half	–2/Half	Half	No
None of the above	–2/Half	–2/Half	Quarter or half[2]	Yes[5]

1. Water modifiers apply when wading in water at least waist deep, swimming, or walking along the bottom of a body of water.

2. The speeds listed are standard for the Swim skill. You can move one-quarter your speed as a move action or one-half your speed as a full-round action. To avoid the off-balance penalty (see note 5), you must make a Swim check (DC 5 + the DC for the water). The effects of a successful check last until your next turn. Making the Swim check is a move-equivalent action.

3. Creatures without *freedom of movement* effects or swim speeds make grapple checks underwater at a –2 penalty, but they deal damage normally when grappling.

4. Creatures have firm footing when walking along the bottom, braced against a wall, or the like. You can walk along the bottom only if you carry enough weight to weigh you down. The amount of weight required depends on your size, as follows: Fine 1 lb.; Diminutive 2 lb.; Tiny 4 lb.; Small 8 lb.; Medium-size 16 lbs.; Large 32 lbs.; Huge 64 lbs.; Gargantuan 128 lbs.; Colossal 256 lbs. The items you carry to weigh yourself down must be non-bulky and non-buoyant.

5. Off-balance creatures lose their Dexterity bonuses to Armor Class, and opponents gain a +2 circumstance bonus to attacks against them.

Magic: Most spells, spell-like abilities, and supernatural abilities work normally underwater. Water does not block line of effect, except where noted below.

Spells or spell-like effects with the fire descriptor are ineffective underwater unless the caster makes a successful Spellcraft check (DC 15 + spell level). If successful, the spell creates a bubble of steam instead of its usual fiery effect. Supernatural fire effects are ineffective underwater unless their descriptions state otherwise.

The surface of a body of water blocks line of effect for any fire spell, regardless of where the spell originates. For example, a *fireball* cast underwater cannot be targeted at creatures above the surface, nor can an underwater *fireball* spread above the surface.

Invisible creatures displace water and leave a visible bubble, although the creature still has one-half concealment (20% miss chance).

Ranged Attacks Underwater: Thrown weapons are ineffective underwater, even when launched from land or the air. Other ranged weapons suffer a –2 attack penalty for each 5 feet of water they pass through in addition to the normal penalties for range.

Melee Attacks Underwater: Melee attacks also suffer a –2 attack penalty for each 5 feet of water they pass through. Attackers using reach to make melee attacks ignore this penalty if they have *freedom of movement* effects. Creatures with swim speeds also ignore the penalty for melee attacks.

Underwater Visibility: Submerged or swimming creatures can also gain concealment from the water, depending on how clear it is. Four-and-a-half miles beneath the surface, the darkness is absolute, and visibility is restricted to 60 feet (with or without darkvision). At 50 feet, creatures have one-quarter concealment (10% miss chance). Beyond 100 feet, creatures have total concealment (50% miss chance and opponents cannot use sight to locate the creature).

4. OUTER SANCTUM (EL 21)

Before the party can enter this room, they need to bypass the first of three stasis doors. These are magical planes of opaque green force that bar passage as a *wall of force*. A character who touches a hand to a stasis door and focuses his mind on passing through must make a Will save (DC 25) to pass through the door as if it did not exist. Urlkathoon explains how the doors work, and also warns the party that the room beyond is protected by a mithral golem. Read or paraphrase the following as the PCs enter this area:

> This room is staggering in its complexity. The floor is polished, prismatic colored marble, and the domed ceiling comes to a point 50 feet above. The walls and domed roof are covered with thousands of small, intricate carvings of various individuals, places, objects, and things, each of which seems to tell its own story. Flickers of free floating flame swirl about near the ceiling, providing illumination and reflecting off the floor with dizzying beauty.
>
> You also notice that the water here is much warmer, and the pressure of the deep sea seems greatly lessened somehow.
>
> An 18-foot-tall statue of gleaming white metal stands in the middle of the room. It resembles a serene old human man with a look of great contentment and peace in his eyes.

Although this room is still filled with water, it is a much different sort of water than that found outside. The water here is warm and comfortable, does not cause pressure damage, and can be breathed with ease by land-dwelling creatures. This is part of an ancient and permanent spell effect known as *airy water*. The water still impedes movement and vision like normal water.

Creature: The mithral golem that guards this room is a creature of great beauty and greater danger. It stands 18 feet tall, weighs a staggering 12,000 pounds, and depicts the ancient and long-gone Shadar himself. The golem cannot speak or make any vocal noise, and it moves with a shocking agility and grace. Unlike most golems, it can run just as well as a normal creature. The mithral golem was created ages ago by powerful members of the Sentinels of Shadar. When Yaervilar and his three assassin cohorts invaded the caves, they simply avoided the golem using an epic version of *time stop* that affected all four of them.

The mithral golem is detailed fully in the *Epic Level Handbook*.

Mithral Golem: CR 21; Huge Construct; HD 36d10; hp 198; Init +4 (Dex); Spd 40 ft.; AC 42 (touch 16, flat-footed 38); Atk +39 melee (4d10+14, 2 slams); Face/Reach 10 ft. by 10 ft./10 ft.; SQ construct, magic immunity, damage reduction 50/+5, alacrity; AL N; SV Fort +12, Ref +16, Will +12; Str 39, Dex 19, Con —, Int —, Wis 11, Cha 1.

SQ—Magic Immunity (Ex): Immune to all spells, spell-like abilities, and supernatural effects, except as follows: A *slow* spell negates its alacrity for 1d4 rounds, while a *haste* spell restores 1d6 hit points per level of the caster (maximum of 10d6) or restores its alacrity if previously negated by a *slow* spell. Multiple *slow* spells simply extend the duration of the effect.

SQ—Alacrity (Su): Once per round, the mithral golem may take an extra partial action (either before or after its other actions of the round).

Treasure: If defeated, the mithral golem can provide a party with a great source of raw materials for various mithral items . . . provided the problem of transporting the mithral is addressed.

5. INNER SANCTUM (EL 20)

Once the PCs have defeated Ithkarsus, bypassed the other defenses of the outer sanctum, and entered this area, read or paraphrase the following:

> This huge chamber mirrors the previous one, complete with polished prismatic marble floor and a soaring ceiling lost in murky darkness. The walls are covered with hundreds more tiny carvings, disrupted by only four alcoves and the door behind you. Unlike the last room, though, this room is fairly dark. Portions of the floor and wall look recently damaged by some sort of powerful magic, and bits and pieces of matter (some of which looks like bone and puffy flesh) float lazily in the water.
>
> All of this pales before the source of the only illumination in the chamber, which emanates from an object you immediately recognize on the far side of the room: a roiling sphere of prismatic liquid. As you watch, hundreds of half-formed ideas and thoughts seem to crystallize just under the surface of the pool, only to be absorbed and replaced by a hundred more. Your stomach churns and your brain reels as you look upon the sphere, and you feel that all you have accomplished thus far is little more than the prologue to what mighty works you could weave once the lore in the swirling sphere is yours. The power of this thing is overwhelming.

The bits of flesh and gristle floating in the room are all that remains of the physical bodies of Tesseril and Yaervilar after their mutual destruction some time ago; the other bits of matter are all that remains of their equipment. The four alcoves in the western reaches of the room actually contain *portals* that lead to various other locations of importance to the Sentinels of

Shadar. They are keyed to function only for the Sentinels; Urlkathoon could use them, but he could not bring the party with him. The destinations reached by these *portals* can be wherever you wish.

One round after the party enters the room, an image of Tesseril manifests in the center of the room as a translucent version of her former self: a stunningly beautiful aquatic elf. She levels her eyes upon the party and calmly says, "Leave the sanctum of Shadar, mortals. Such lore is not for you." If the party follows her advice and leaves the room within a round, her the image fades from view. Otherwise, on the next round, she flies into a frenzy, screaming and howling with bone shattering rage.

The following section details the effects of the *Shadar Pool*; it also provide insight on how to placate the spirit of Tesseril.

THE SHADAR POOL

The *Shadar Pool* appears as a 20-foot-diameter sphere of multicolored liquid in which numerous shapes constantly form and dissolve. It is composed of the liquefied knowledge of countless ancient heroes of near-deity strength. A character of 19th level or less finds that despite his efforts to enter the pool, it reacts as if made of solid matter and prevents him from entering. A 20th-level character who touches the pool is instantly absorbed by the pool. For 1d6 rounds, the character remains a part of the pool; observers might even be able to see the liquefied character's face appear in the pool once or twice. After this time has passed, the character is expelled from the pool, apparently none the worse for his ordeal. The character gains the following benefits immediately:

- The character gains 2,000 experience points.
- The character gains a +2 inherent bonus to all ability scores.
- The character gains a permanent +4 insight bonus to any one skill of his choice.
- The character can now progress beyond 20th level in experience, as detailed in the *Epic Level Handbook*.
- All debilitative conditions currently affecting the character are removed. This includes death; if the body of a dead 20th-level character who hasn't yet bathed in the pool is immersed in the pool, it is brought back to life as if by *true resurrection*.

Once a character has bathed in the Pool, he can pass through the pool as if it were ordinary water.

Caster Level: 60th. *Weight:* Immobile.

TESSERIL'S FATE

After Tesseril was slain by Yaervilar, her spirit went insane and merged with the *Shadar Pool*, giving the artifact all of her knowledge, abilities, and personality.

Basically, in absorbing her spirit, the Pool gained Tesseril's sentience. Now capable of using all the druid's magical prowess to defend itself, the *Shadar Pool* sent the visions that brought the PCs and Urlkathoon together to avenge the death of the druid and bring balance back to the world by stopping the now-epic Shadow Shoal assassins.

When Tesseril's sentience merged with the *Shadar Pool*, it gained her her desire to protect the artifact's knowledge. In addition to the powers described above, the *Shadar Pool* now has an Intelligence of 14, a Wisdom of 32, a Charisma of 12, and an Ego of 29. Additionally, the artifact has the following abilities:

• At will, the *Shadar Pool* can create a *major image* of Tesseril as she appeared before her death, as the spell cast by a 20th-level sorcerer.

• While the image of Tesseril is present, the Pool can project a supernatural scream that causes 8d6 points of sonic damage each round to any living creature in the room (Fortitude save, DC 27, for half).

• Once per round, the *Shadar Pool* randomly manifests a magic effect, as described below, due to the unstable nature of Tesseril's spirit at the time she was absorbed by the Pool. Use the table to determine the random effect each round. If Tesseril's spirit can be reasoned with, the random magic effects cease, and the Pool can then cast any spell from the druid spell list normally at a rate of one per round. All these effects affect every living creature in the room.

Shadar Pool Wild Magic Effects

d20	Spell-like Effect (all at 20th level)
1–2	*Entangle* (Reflex save, DC 22); seaweed erupts from the floor, walls, and ceiling;
3–4	*Summon swarm* (3 rounds); tiny fish and crustaceans. There is no chance to avoid swarm damage unless the room is exited.
5–6	*Poison* (Fortitude save, DC 24); water turns toxic.
7–8	*Greater dispelling* (area dispel); doesn't affect any effects generated by the *Shadar Pool*.
9–10	*Wall of thorns* (1d6 rounds); serrated, spiny kelp fills the room.
11–12	*Call lightning* (Reflex save, DC 24, for half); lightning blasts through the chamber.
13–14	*Fire storm* (Reflex save, DC 28, for half); water becomes horribly hot and scalding.
15–16	*Finger of death* (Fortitude save, DC 29, partial); chilling blast of necromantic energy fills the room.
17–18	Increase sonic damage dealt this round by 10d6 and roll again.
19–20	*Sunburst* (Reflex save, DC 29, halves damage and negates blindness); a wave of energy washes through the chamber.

Upon merging with Tesseril's spirit, the *Shadar Pool* also gained 10 ranks in the Sense Motive skill (for a modified roll of +21). It can *detect magic*, *detect evil*, and *locate object* (120-foot radius) at will. The Pool can also cast *detect thoughts* 3/day with a range of 100 feet (DC 23) and has *true seeing* at will. Finally, the *Shadar Pool* has a special purpose: to protect the knowledge it holds. It can cast *slay living* (DC 15) on any creature that touches the sphere as long as it pursues this goal. All of these abilities are only active when the image of Tesseril is projected.

The only way to placate the rampaging spirit of Tesseril is to successfully negotiate with her or destroy the *Shadar Pool*, which would be a quest unto itself, as the artifact is immune to all spells and damage. In addition, the Pool cannot be moved by any means, and attempts to tamper with it ethereally are met only with failure.

Attacks and spells cast at Tesseril's image have no effect other than to further enrage the Pool. If he is present, Urlkathoon (or for that matter, another associate of the Sentinels of Shadar) tries to reason with his former mistress, but his Diplomacy skill is not good enough to make much difference. It might give the party the right idea, though.

One individual per round can make a Diplomacy check to attempt to appease Tesseril's spirit. Other individuals can us the Aid Another action to help the acting PC with their own Diplomacy checks. Alternately, a druid can substitute her Knowledge (nature) skill for a Diplomacy check (either to aid another's Diplomacy check or to make her own check). The primary Diplomacy check gains the following bonuses and penalties to the roll.

• A creature without a neutral component to its alignment is present: –2 per creature.

• Urlkathoon is present: +10.

• A druid or ranger other than Urlkathoon is present: +2 per creature.

• A true neutral creature that is neither a druid nor a ranger and has an Intelligence score of at least 3 is present: +2 per creature.

• A character with at least 20 ranks in Animal Empathy, Knowledge (nature), or Wilderness Lore is present: +4 per creature (maximum +4 for each qualified creature).

• An assassin is present: –20 per assassin.

• Damage of any type attempted to the manifestation in the previous round: –1 per point of damage.

• A non-offensive druid spell was cast in the previous round: +1 per spell level.

• An Intimidate check (DC 20) was made in the previous round: +1 per 5 points in excess of DC.

• A magic item requiring a druid spell to create is sacrificed to the spirit: +1 per 10,000 gp value of the item.

• Spirit was calm in previous round: +10.
• Someone attempted to bathe in the *Shadar Pool* in the previous round: –50.

The results of the Diplomacy check are as follows:

No check made: Spirit generates one effect (roll 1d20 and consult the "*Shadar Pool* Wild Magic Effects" table). Sonic damage is 8d6 points (Fortitude save, DC 24, for half).

0 or less: Pool generates two effects (roll 1d20 and consult the "*Shadar Pool* Wild Magic Effects" table). Sonic damage is 10d6 points (Fortitude save, DC 28, for half).

DC 1 through DC 20: Spirit generates one effect (roll 1d20 and consult the "*Shadar Pool* Wild Magic Effects" table). Sonic damage is 6d6 (Fortitude save, DC 21, for half).

DC 21 through DC 30: Spirit generates one effect (roll 1d20 and consult the "*Shadar Pool* Wild Magic Effects" table). Sonic damage is 4d6 points (Fortitude save, DC 18, for half).

DC 31 through DC 40: Spirit generates one effect (roll 1d6 and consult the "*Shadar Pool* Wild Magic Effects" table). Sonic damage is 2d6 points (Fortitude save, DC 15, for half).

DC 41 through DC 50: Spirit does not generate an effect. Sonic damage is 1d6 points (Fortitude save, DC 10, for half).

DC 51 through DC 60: Spirit becomes non-hostile for 1d10 rounds. No sonic damage.

DC 61 or higher: Spirit becomes friendly; all effects active in room are negated. No sonic damage.

If any damage is dealt to Tesseril while she is non-hostile or friendly, she immediately returns to her frenzied state.

Development: If the party manages to make Tesseril friendly toward them, she can aid them greatly. In short, she can impart the following information to the group:

• She can fill them in on the history of the *Shadar Pool* and the Sentinels of Shadar.
• She can provide detailed descriptions of the three assassins who escaped the battle alive.

Once the party is done asking questions, she impresses upon them the true magnitude of the danger. The *Shadar Pool* allows mortals to transcend their own limitations and gives them the potential to rise higher than 20th level. The three assassin cohorts all bathed in the pool after Tesseril was defeated, and they have doubtless begun to cultivate and nurture their new powers. There is no balancing force in the world to prevent these three from causing untold harm with their abilities. To combat this, Tesseril asks the party members to bathe themselves in the *Shadar Pool.* Doing so grants great knowledge and potential, but more importantly, they'll be better equipped to stand against the three assassins. The only thing Tesseril asks in return is that the party track down the three assassins and puts a stop to their plans, whatever they might be.

In any case, Urlkathoon decides to remain here near the *Shadar Pool.* As long as he does so, Tesseril's spirit no longer becomes enraged.

THE SHADOW SHOAL

The Shadow Shoal is a powerful and secret cabal of assassins founded ages ago by a sinister figure named Lascer. Exiled from his home plane for assassinating a now-forgotten deity, Lascer traveled through the dimensions and founded several secret societies of assassins, each of which was led by a chosen master he infused with great power. When the cabal was firmly established, Lascer moved on to a new dimension or world to seed another. He hopes one day to create a network of assassins so vast that he can use their resources to return to his home plane and make a bid for power.

Lascer has moved on from this world; his chosen leader for this world's Shadow Shoal was a powerful wizard/assassin named Yaervilar. Now that Yaervilar has been destroyed, leadership of the Shadow Shoal has fallen to his three most powerful minions: Aaron Kientai, Amyrella Ambermead, and Garrison Scrimm. These three assassins are based in the city of Redshore, and they are directly responsible for coordinating the activities of the Shadow Shoal in the world. Yaervilar's fortress is known as the Coral Citadel, and it was built under a massive coral reef that formed on the remains of an extinct underwater volcano far out to sea near the equator. Now that Yaervilar is no more, Aaron, Amyrella, and Garrison have decided to make the Shadow Shoal more active in the world. Gone are the days of quiet assassinations done for amazing amounts of money at the request of the world's elite. The new Shadow Shoal plans to systematically assassinate every leader in the world and replace them in secret with puppet leaders loyal to the Shoal. Lofty goals indeed, but with the newfound strength and power gained from the *Shadar Pool,* Yaervilar's former cohorts are closer than ever to seeing their plot succeed.

A new recruit into the Shoal is selected (usually without the recruit's knowledge) by a Shoal leader; the recruit must have at least one assassin level and must perform a difficult assassination for the Shoal without promise of a reward. If the recruit is successful, she is adopted into the Shoal and branded with a Shadow Shoal tattoo. This tattoo is placed over the recruit's heart, and it protects the new member with a continual *freedom of movement* effect, as well as rendering the assassin immune to many Shadow Shoal traps. The tattoo is effectively a magic item that cannot be removed.

THE CORAL CITADEL

The final bastion of the Shadow Shoal, the Coral Citadel is located hundreds of miles from Redshore. Indeed, it is located hundreds of miles from anywhere. The Coral Citadel was built centuries ago by Yaervilar's magic and has been inherited by his three cohorts. It is located beneath an extinct, submarine volcano in the middle of the ocean near the equator. The surface of the volcano is shrouded with a magnificent and monstrously huge black coral reef, the jagged spires of which reach above the surface like the spines of a barely submerged sea monster.

Read or paraphrase the following if the characters use a *coral portal* to reach the Coral Citadel:

> After a brief instant of disorientation, your vision clears and you see that you are somewhere else. The *coral portal* has transported you to a small sandy beach overlooking a wave tossed lake. The air is pleasantly warm and there's not a cloud in the sky. The sand is black, as are the numerous spires of what appear to be coral jutting out of the sand around the lake's waters to heights of well over 50 feet. Yet something seems strange—you can see no land beyond the far side of the ring of black coral spires. You look around and realize you are standing on a tiny coral atoll in the middle of the ocean.

The entire volcano has been protected with a number of epic wardings that provide the following defenses:

• Natural erosion has little effect on the coral reef or the volcano. The stone walls of the Coral Citadel are magically enhanced and have a +10 epic bonus to their hardness (for a total hardness of 18). These same wards also render the stone and coral resistant to spells (SR 40). Additionally, the stone walls are enchanted with a *dimensional anchor* effect, making them impenetrable to ethereal creatures, astral travel, shadow travel, and similar effects. Teleportation is still possible (subject to the limitations given below), as long as the route exists between the point of origin and the destination that is not blocked by solid walls.

• Teleportation spells and spells that allow ethereal travel function normally in the Coral Citadel for anyone who bears a Shadow Shoal tattoo. Anyone else who tries to travel via teleportation or ethereally into the Citadel or while inside the Citadel is automatically redirected to a random point deep in the nightswimmer burrows surrounding the central shaft of the volcano. The inactive *portals* in the Citadel are unaffected by this redirection, and it is possible to *teleport* onto the coral reef as long as one doesn't actually *teleport* into the reef.

• Any Divination spell cast in the Coral Citadel by someone who does not bear a Shadow Shoal tattoo has a 95% chance of failure. This chance is lowered by 1% per level of the caster. Attempts to scry inside the Coral Citadel are also automatically unsuccessful. Any such attempts reveal only the smoky gray haze associated with a failed Scry check.

THE CRATER (EL 20)

The crater of the ancient volcano is completely submerged, with an average diameter of 2,000 feet and a depth of 3,600 feet. The water is clear and cold, and becomes completely dark after the PCs pass the 100-foot depth mark.

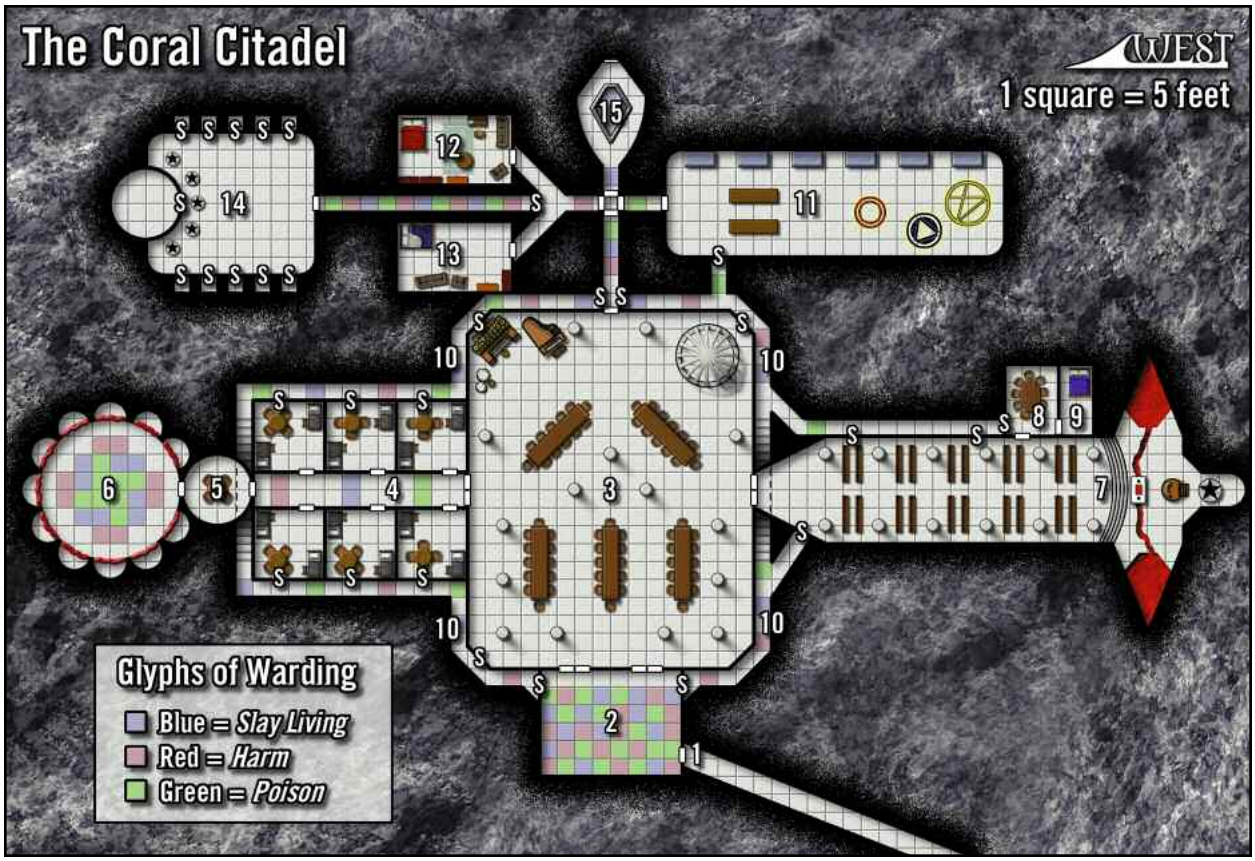
Creatures: Below the level that sunlight penetrates, the shaft walls are infested with the enormous burrows of aquatic nightcrawlers known as nightswimmers. As the party travels down the shaft, they are attacked by a pair of the massive undead creatures. You can stage additional attacks by the nightswimmers if you feel that the party needs to be challenged; if the characters begin to explore the tangled tunnels left by burrowing nightswimmers, they should definitely be attacked again and again. There are a total of sixty nightswimmers in the warrens beneath the Coral Citadel, which should be enough to keep the party busy.

Nightswimmers (attack in pairs): hp 162 each; Spd 30 ft., swim 60 ft., burrow 60 ft.; other statistics as per the standard nightcrawler; *Monster Manual* 141 (nightshade).

THE WALK OF THE DEAD (EL 19)

A single (but nonetheless masterfully crafted) secret trapdoor is set in the southern wall at of the base of the shaft. A successful Search check (DC 35) uncovers a cleverly hidden catch that activates a *phase door* for 1 minute. Beyond the *phase door* is a 5-foot-wide, 10-foot-tall dry passageway. The *phase door* prevents water from entering the passage. The passage is reinforced often with arches and pillars, and spots of *continual flame* at the bases of some pillars produce a shadowy light. The passage itself winds down like a corkscrew and at a slight decline, descending 100 feet for each complete revolution.

Every 100 feet, the passage holds two alcoves with sarcophagi; these sarcophagi are meant to hold the bodies of shadow sorcerers slain on duty. Only about 5% of the sarcophagi contain bodies, and even those contain nothing of interest aside from a few bones. After the passage descends past the base of the volcano, it straightens out and continues at the same incline for another 2,000 feet before it ends at what appears to be an unfinished dead end. This is, in fact, area **1** of the Coral Citadel.



Creatures: A quartet of Shadow Shoal snipers lurks at some point in this passage. Each wears a *ring of sustenance* in addition to his or her other gear.

Shadow Shoal Snipers, Human Rog10/Asn5 (4): See area 11 of "Redshore" for statistics.

Tactics: The snipers use their Listen checks and Spot checks to detect the party as they approach. They duck into some nearby sarcophagi alcoves to ambush the party.

KEYED ENCOUNTER AREAS

The lower level of the Citadel is where Yaervilar lived, and it is quite comfortable. Fresh air is circulated through the lower rooms and tunnels magically. Heat is maintained at a comfortable temperature, the walls and ceiling are lined with black coral, and the floor is thickly carpeted (granting a +2 circumstance bonus to Move Silently checks). The place is sparsely lit with dim *continual flames*, providing illumination throughout the complex but also providing ample shadows to hide in (granting a +2 circumstance bonus to Hide checks). Although the primary purpose of this level was to provide Yaervilar with a place to rest, relax, and develop new magic, it also contains quarters for his three cohorts as well as one of many treasure caches kept by the Shoal.

Doors in the lower level are made of iron, and they are locked with amazing locks. The three assassins all possess master keys to the Coral Citadel; a person with one of these magic master keys can pass through any of the doors in the lower level as if they were unlocked.

Iron Door: 2 in. thick; Hardness 10; hp 60; Break (DC 28); Open Lock (DC 40).

Greater glyphs of warding are placed in several locations; each of these *greater glyphs* triggers whenever something not branded with a Shadow Shoal tattoo passes over them. All of the *greater glyphs* function at 18th caster level, since they were placed by Garrison Scrimm. Each glyph stores one of three spells (*slay living*, *harm*, or *poison*), as indicated on the map.

Greater Glyph of Warding: CR 7; *slay living* (Fortitude save, DC 22, to take 3d6+18 points of damage instead), *harm* (no save), or *poison* (Fortitude save, DC 22, negates; save for initial and secondary effect); Search (DC 31); Disable Device (DC 31).

All doors in the lower level are warded with carefully engraved permanent *symbols of hopelessness* placed by Yaervilar himself. These *symbols* are all triggered when a creature who does not bear a Shadow Shoal tattoo opens the door.

Symbol of Hopelessness: CR 9; hopelessness effect (see page 263 of *Player's Handbook*); Will save (DC 32) resists; Search (DC 33); Disable Device (DC 33).

Additional permanent spell effects are in place in certain areas of the level, as indicated on the map. All

of these permanent spell effects are arcane in nature and were placed by Yaervilar, so they function at 30th caster level.

1. A DEAD END?

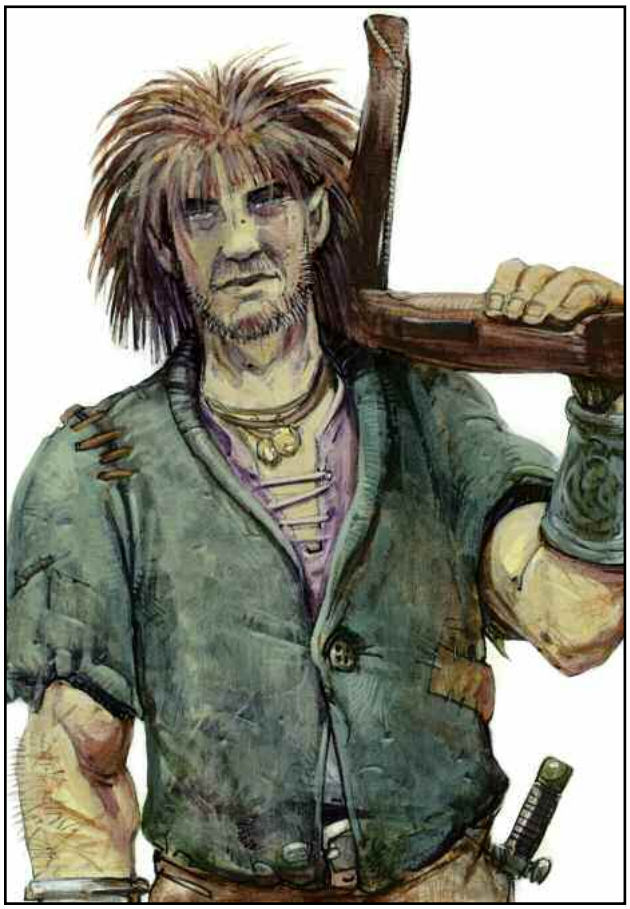
The passageway ends at an unfinished wall of stone, almost as if the builders of the passage simply gave up.

This is a *permanent image* cast by Yaervilar (30th caster level). Those who overcome the illusion (Will, DC 30) see that the passage ends at a plain iron door.

2. ENTRANCE TO THE SHADOW SHOAL

This room is empty, but nevertheless it is quite impressive. The walls are of dead black coral and seem to shimmer with energy; flickering *continual flames* burn in the corners of the room, and the floor is covered with a thick, deep-purple carpet.

Dozens of *greater glyphs of warding* protect this room where indicated on the map. In addition, a permanent *alarm* spell wards the entire room. The *alarm* sounds a mental alarm to the three assassins if the room is entered.



3. MAIN HALL (EL 24)

This room is softly lit by a few *continual flames* placed on a dozen crystal chandeliers dangling from the ceiling 50 feet above. The dim light cloaks much of the room in deep shadow. Five huge banquet tables stand before you, and on the opposite side of the room you can see one corner dominated by several musical instruments. The other corner holds an enormous iron birdcage.

This is where the assassins of the Shadow Shoal have meetings and are entertained once a year by their leaders. The place is currently empty. The musical instruments include a grand piano, a pipe organ, and a pair of large drums. The cage is nonmagical (although the lock on the door is of amazing quality) and is used to keep prisoners handy for the entertainment of guests.

Creatures: This central room makes an excellent place for the three assassins to mount a preliminary defense against the party, assuming they know the PCs are approaching. The three hide throughout the room—or possibly in the secret passageway (area **10**)—and observe the PCs for 3 rounds before attacking (allowing the melee fighters to attempt death attacks in a surprise round). The coordinated attacks of the three epic-level assassins should test the mettle of even a well prepared party; if the group is low on resources, they might need to flee. However, if the party manages to get the upper hand, the assassins flee and regroup. Garrison flees to area **7**, Aaron to area **11**, and Amyrella to area **14**. If they have time to heal and recover, they band together again to track down the party and finish the job.

Aaron Kientai, Half-Elf Male Rog11/Mnk5/Asn5: CR 21; Medium-size Humanoid (half-elf) (5 ft. 8 in. tall); HD 5d8+16d6+63; hp 141; Init +10; Spd 40 ft.; AC 30 (touch 26, flat-footed 23); Atk +32/+27/+22 ranged (1d4+10 plus poison, *+5 unholy hand crossbow* with *+5 bolts*), or +17/+12/+7 melee (1d8+3, unarmed strike), or +19/+14/+9 melee (1d4+4 plus poison, *assassin's dagger*); SA sneak attack +9d6, death attack (DC 18), stunning attack 5/day (DC 16), crippling strike; SQ deflect arrows, still mind, slow fall (20 ft.), purity of body, evasion, poison use, +2 to saves versus poison, uncanny dodge (Dex bonus to AC, can't be flanked, +1 against traps); AL NE; SV Fort +11, Ref +22, Will +12; Str 14, Dex 24, Con 16, Int 18, Wis 18, Cha 8.

Skills: Balance +22, Climb +16, Craft (shipmaking) +12, Disguise +13, Escape Artist +17, Hide +35, Innuendo +15, Intimidate +9, Listen +23, Move Silently +25, Pick Pocket +20, Read Lips +15, Search +19, Spot +23, Tumble +31. *Feats:* Dodge, Improved Initiative,

Mobility, Point Blank Shot, Rapid Shot, Rapid Reload*, Shot on the Run. *Epic Feat:* Lingering Damage**.

*This feat appears in *Sword and Fist* and the *Epic Level Handbook*.

**This feat is detailed in the *Epic Level Handbook*.

Note: Feats not found in the three core rulebooks are reprinted in the "Feats of Champions" sidebar.

Assassin Spells Prepared (2/2/1, base save DC = 14 + spell level): 1st—*change self, spider climb*; 2nd—*alter self, darkness*; 3rd—*invisibility*.

Possessions: +5 unholy hand crossbow with 25 *+5 bolts, assassin's dagger, ring of protection +4, ring of mind shielding, cloak of displacement (major), bracers of armor +4, gloves of dexterity +4, monk's belt, amulet of health +4, bag of holding I, 5 potions of cure serious wounds, Shadow Shoal tattoo,* 5 doses large scorpion venom, 2 doses deathblade, 5 doses terinav root, 1 dose of insanity mist, master key to all doors in the lower level of the Coral Citadel.

Aaron Kientai is not a nice-looking sort; his countenance is filthy, his manner coarse, and his language offensive. Surly, scruffy, and reeking of fish due to the blood and scales caking his clothes, he is known by nearly everyone in Redshore as "that damn mess" when they think he's out of earshot. His brown hair is never combed, and he has a scruffy, patchy beard. His hands are covered with scars from fish bites and accidents at the shipbuilding yard. His watery, puffy, violet eyes, slightly pointed ears, and surprising grace are the only things that belie his true heritage.

Garrison Scrimm, Human Male Clr18/Asn3: CR 21; Medium-size Humanoid (human) (6 ft. 11 in. tall); HD 18d8+3d6+42; hp 133; Init +10; Spd 30 ft.; AC 34 (touch 20, flat-footed 28); Atk +22/+17/+12 melee (1d6+2/crit 15–20, *+2 rapier of wounding*); SA spells, sneak attack +2d6, death attack (DC 14); SQ poison use, uncanny dodge (Dex bonus to AC), +1 to saves versus poison; AL NE; SV Fort +18, Ref +19, Will +25; Str 13, Dex 22, Con 14, Int 14, Wis 27, Cha 12.

Skills: Bluff +7, Disguise +6, Concentration +21, Hide +28†, Knowledge (religion) +7, Move Silently +18†, Profession (apothecary) +13, Spellcraft +23, Spot +12. *Note:* †These skills suffer a –1 armor check penalty, which is factored into the skill modifier provided. *Feats:* Dodge, Improved Critical (rapier), Improved Initiative, Martial Weapon Proficiency (rapier), Mobility, Still Spell, Silent Spell, Weapon Finesse (rapier). *Epic Feat:* Automatic Silent Spell**.

**This feat is detailed in the *Epic Level Handbook*.

Note: Feats not found in the three core rulebooks are reprinted in the "Feats of Champions" sidebar.

Cleric Spells Prepared (6/8/8/8/7/6/6/5/4/3, base save DC = 18 + spell level): 0—*detect magic, detect poison, guidance, light, read magic, resistance*; 1st—*change self**, *command, cure light wounds* ×2, *divine favor, entropic shield, obscuring mist, sanctuary*; 2nd—*bull's strength, cure moderate wounds* ×2, *death knell**, *endurance, hold person, remove paralysis, sanctuary* (still); 3rd—*blindness/deafness, dispel magic, silence* (still), *cure serious wounds* ×2, *invisibility purge, nondetection**, *searing light*; 4th—*air walk, cure critical wounds* ×2, *death ward**, *divine power, poison, spell immunity, status*; 5th—*circle of doom, contagion* (still, silent), *ethereal jaunt, plane shift, slay living**, *true seeing*; 6th—*blade barrier, greater dispelling, harm* ×2, *heal, mislead**; 7th—*repulsion, screen**, *slay living* (still, silent), *summon monster* VII, *word of recall* (silent, spell); 8th—*animate objects* (still, silent), *discern location, fire storm, polymorph any object**, *unholy aura*; 9th—*implosion, soul bind, time stop**.

*Domain Spells. *Domains:* Death (death touch 1/day), Trickery (Bluff, Disguise, Hide class skills).

Assassin Spells Prepared (2/1, base save DC = 12 + spell level): 1st—*ghost sound, obscuring mist*; 2nd—*undetectable alignment*.

Possessions: +5 shadow mithral breastplate, +3 buckler, +2 rapier of wounding, ring of protection +4, ring of water walking, ring of sustenance (does not take up a ring slot), 3 scrolls of *heal, wand of greater magic weapon* (caster level 15, 25 charges left), *robe of powerlessness* (used to incapacitate spellcasting prisoners), *gloves of Dexterity +2, periapt of Wisdom +6, cloak of resistance +4, slippers of*

spider climbing, necklace of prayer beads (*healing*), *rope of entanglement, Shadow Shoal tattoo,* 2 doses wyvern poison, 10 doses purple worm poison, 1 dose black lotus extract, 10 doses striped toadstool, black sapphire worth 20,000 gp (used for *soul binding* victims), master key to all doors in the lower level of the Coral Citadel.

Garrison Scrimm is an older human male with shoulder-length white hair. He is lanky and spry, and his gray eyes sparkle with curiosity and perhaps something a bit more sinister. He prefers to dress in blues and blacks and wears his *mithral breastplate* only when he is expecting combat. He has spent many years in Redshore, building up his herbs and apothecary business, and he is thought of as a somewhat cranky but nonetheless well-meaning shopkeeper. Most who have suspected him of being more than a shopkeeper have either joined him or perished. Although Garrison worships the demon prince Lascer, he does not receive his clerical spells from him. Rather, he gains his divine powers through the force of his belief in sadism, cruelty, and murder.

Amyrella Ambermead, Female Halfling Rog2/Rgr5/Ftr4/Asn11: CR 22; Medium-size Humanoid (halfling) (3 ft. 2 in. tall); HD 9d10+13d6+88; hp 178; Init +15; Spd 40 ft.; AC 32 (touch 27, flat-footed 21); Atk +32/+27/+22/+17 melee (1d4+5/crit 12–20, *+3 keen bane versus humans kukri*) and +32/+27/+22/+17 melee (1d4+5/crit 15–20, *+3 returning throwing kukri*), or +35 ranged (1d4+5/crit 15–20, *+3 returning kukri of throwing*); SA spells, favored enemy (humans +2, animals +1), sneak attack +7d6, death attack (DC 24); SQ evasion, poison use, +5 to saves versus poison, uncanny dodge (Dex bonus to AC, can't be flanked, +1 vs. traps); AL NE; SV Fort +20, Ref +28, Will +12; Str 15, Dex 33, Con 18, Int 18, Wis 10, Cha 24.

Skills: Bluff +15, Climb +16, Diplomacy +17, Disguise +24, Forgery +16, Gather Information +17, Hide +39, Innuendo +8, Jump +26, Listen +14, Move Silently +29, Search +8, Profession (bookkeeper) +10, Spot +12, Swim +14, Use Magic Device +27, Wilderness Lore +9. *Feats:* Exotic Weapon (kukri), Greater Two-Weapon Fighting*, Iron Will, Improved Critical (kukri), Improved Initiative, Improved Two-Weapon Fighting, Power Attack, Track, Weapon Finesse (kukri), Weapon Focus (kukri), Weapon Specialization (kukri). *Epic Feat:* Perfect Two-Weapon Fighting**.

*This feat first appeared in *Masters of the Wild*.

**This feat is detailed in the *Epic Level Handbook*.

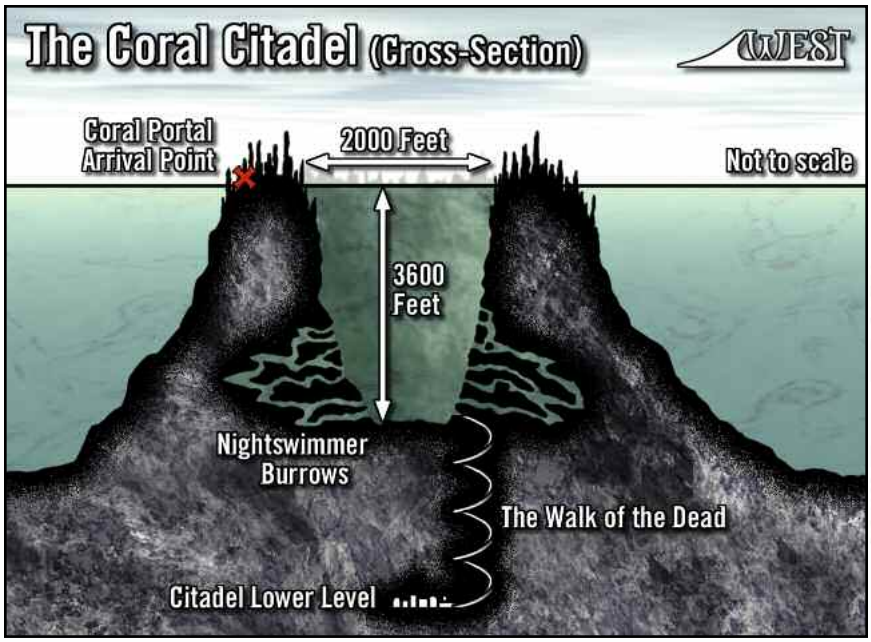
Note: Feats not found in the three core rulebooks are reprinted in the "Feats of Champions" sidebar.

Assassin Spells Prepared (3/3/3/2, base save DC = 14 + spell level): 1st—*ghost sound, obscuring mist, spider climb*; 2nd—*alter self, darkness, undetectable alignment*; 3rd—*invisibility* (×2), *nondetection*; 4th—*dimension door, poison*.

Possessions: +3 keen bane versus humans kukri, +3 returning throwing kukri, ring of protection +5, ring of chameleon power, ring of Charisma +4 (does not take up a ring slot), *wand of expeditious retreat* (22 charges), *wand of stoneskin* (14 charges), *wand of cure critical wounds* (43 charges), *wand of magic missiles* (9th-level caster, 27 charges), *bracers of armor +5, gloves of Dexterity +6, amulet of health +4, boots of striding and springing, cloak of resistance +3, Heward's handy haversack,* 3 *potions of fly,* 3 *potions of bull's strength,* 4 *potions of haste, Shadow Shoal tattoo,* 10 doses giant wasp poison, 4 doses purple worm poison, 10 doses blue whinnis poison, 10 doses dark reaver powder, master key to all doors in the lower level of the Coral Citadel.

Amyrella Ambermead is quite beautiful, with long, curly black hair worn loose to her mid-back; brilliant green eyes; and tanned, unblemished skin. She only rarely uses her beauty to gain leverage in a situation, though, and she tends to dress fairly drably and unobtrusively with browns and grays so as to not draw too much attention.

She takes full advantage of society's preconceptions about halflings and uses these notions to gain trust with important individuals. This is how she was hired as the town hall bookkeeper. Her fingers seem to be stained with inks, but these stains are actually blackened scars gained from handling poisons.



Amyrella can move with such an otherworldly grace that observers can't help but be awed and not a little unnerved. She is always outwardly cheerful and smiling; the true depths of her sadism and cruelty are kept well hidden but know no bounds.

Tactics: In combat, Aaron is loud and boisterous, calling out outlandish claims and doing his best to embarrass and humiliate the enemy. He fights with shocking grace and is equally at home pummeling victims with his fists as he is attacking with his magic dagger or hand crossbow. Despite his loud and obnoxious demeanor, Aaron can be calm, patient, and collected when he is waiting in the shadows to strike.

His epic feat Lingering Damage is quite deadly: Whenever he strikes a target and inflicts sneak attack damage, the victim suffers the sneak attack damage again 1 round later as the wound continues to bleed and tear open.

Garrison starts each day by casting several spells on himself and his equipment—in particular, *bull's strength, endurance, undetectable alignment,* and *nondetection.* Before entering combat, he enhances his +2 *rapier of wounding* to +5 with his *wand of greater magic weapon*. He prefers to let his minions do the dirty fighting while he casts spells from a high vantage point, often gained by *air walking* high above a fight. One of his favorite tricks is to cast a still, silent *slay living* on a random passerby in a crowd and then watch panic ensue.

His epic feat Automatic Silent Spell allows him to prepare and cast any 0–3rd level spells as a silent spell without an increase to the effective spell level.

Amyrella prefers to wait in hiding to make a death attack, but should the victim survive she usually remains to finish the job in melee combat. She can cause devastating damage with her twin kukris. If she has time before a combat, she casts *expeditious retreat* and *stoneskin* or herself with her wands. She rarely, if ever, meets her match in combat.

Her epic feat Perfect Two-Weapon Fighting allows her to make her full four attacks per round with her off hand, granting her an amazing eight attacks per round. All attacks suffer the standard penalties for fighting with two weapons.

If the PCs encounter the Shadow Shoal leaders here, the villains are probably already aware of the party's presence in the citadel. All three hide in the room, invisible if possible: Aaron *spider climbs* above the main door. Garrison casts *wind walk* and *spider climbs* up a wall above the iron cage. Amyrella hides beneath the southern trestle table.

Aaron and Amyrella (who drinks *potions of fly* and *haste*) focus their death attacks on the first person in the room and use their melee attacks simultaneously 3 rounds after the PCs enter. Aaron stays on the wall as long as possible to gain the higher ground bonus to attacks, while Amyrella tries to find a hiding place to set up ranged sneak attacks after her death attack attempt. Garrison casts *time stop* the round the other assassins attacks, and proceeds to plant *blade barrier, fire storm, soul bind, summon monster* VII, and *animate objects* (on the table and chairs nearest the PCs), in that order until the *time stop* ends.

After the surprise round, Aaron activates his *monk's belt* and casts *invisibility* with the *haste* action. Amyrella snipes from cover (sniping from hiding imposes a –20 penalty on Hide checks to remain hidden). Garrison cast another spell from as far away as he can.

In the following rounds, Garrison and Amyrella attempt to stay at long range as long as possible, using full attack actions and spells to wear opponents down. Amyrella doesn't hesitate to engage in melee; she and Aaron try to distract foes from engaging Garrison so he can maximize his spellcasting potential.

4. VISITORS HALL

Visiting assassins stay in these rooms when they travel to the Coral Citadel. There are currently no assassins in the citadel aside from the Shadow Shoal

leaders, but if you feel that the party needs more challenges, you can have one or more of these rooms inhabited by groups of Shadow Shoal snipers. Visiting assassins are not allowed to venture into areas **8–15** of the Citadel.

5. CHECK-IN

Normally, one of the three assassins guards this chamber, making sure that all visitors from the *portal* chamber actually have business here. With Yaervilar's death, the *portals* have shut down, making this room unnecessary for the moment.

6. PORTAL CHAMBER

You have entered a large domed chamber. Eleven curtained alcoves line the walls, and the ceiling soars into darkness above.

The ceiling of this room is 90 feet high, and it is normally guarded by some sort of creature. The last monster to guard this room was a half-dragon fiendish beholder that was magically bound to Yaervilar's will, but when the mighty assassin was destroyed, the beholder wasted no time escaping.

Each of the eleven alcoves contains a different *portal* that leads to one of eleven Shadow Shoal outposts scattered throughout the world. Yaervilar could control these *portals* from afar and tell when someone used them and had the power to shut them off if he detected intruders. When he was slain, the *portals* all shut down. The assassins have been working on a way to restore the *portals* for their use, but so far they have been unsuccessful.

7. TEMPLE TO LASCER (EL 20 or 22)

This large room is obviously some sort of fell temple. Iron pews fill the room, and a blood-red carpet winds between them to a large dais in the opposite end. A bloodstained altar stone sits atop the dais before a tall lectern.

Twin pools of boiling blood (or some other deep crimson liquid) bubble to the north and south of the altar, each fed by a narrow effluvium that springs from a stone tube cut into the altar's base.

A huge, blood-red statue of a leering humanoid looms over the lectern, its arm and legs impossibly long and its demonic face agape with a mouth full of needlelike teeth. The statue grips a rapier in each hand.

This room is a temple dedicated to the demonic founder of the Shadow Shoal, Lascer, Lord of the Lightless Deep. Lascer himself, not being a full divine power, cannot grant divine spells to his worshipers, but he appreciates the worship of his followers.

This entire chamber is warded with a lawful evil *forbiddance* spell (cast at 18th level) placed here by Garrison. Additionally, the altar stone is enchanted so that once per month, a lawful evil cleric can cast an improved version of *gate* by spilling nine drops of his own blood on it. This gate functions at a caster level equal to twice the user's—a gift to Garrison from Yaervilar himself.

Creatures: Once Garrison became aware of the party's interest in the Shadow Shoal operations, he used the *gate* to call four glabrezu, which he ordered to stay here and guard the altar from defilement. If Garrison Scrimm fled to this chamber, he alerts the demons of the group's invasion, ordering them to attack the party on sight. Garrison doesn't retreat from any battles that begin here; he fights to the death.

Glabrezus (4): hp 85 each; *Monster Manual* 42.

Garrison Scrimm: hp 133; see area **3** for complete statistics.

Treasure: The two rapiers held by the statue of Lascer are, in fact, removable. Each is a *+3 unholy wounding rapier.*

8. CONFERENCE ROOM

Garrison Scrimm uses this room to speak with other assassins on religious matters. There is nothing of interest in here at this time.

9. GARRISON'S QUARTERS

This room is sparsely furnished, containing only a bed and an unholy font. Garrison prefers to keep most of his personal belongings with him and spends most of his time in Redshore. As a result, he rarely stays in this room. There is nothing of value here.

10. SECRET PASSAGE (EL 9 EACH)

This 5-foot-wide secret passage wraps all around the central section of the complex, allowing assassins greater mobility through the citadel. Each of the secret doors, in addition to being locked and warded with a *symbol of hopelessness*, contains an arrow slit that is concealed on the secret side by a permanent illusion.

Symbol of Hopelessness: CR 9; hopelessness effect (see page 263 of *Player's Handbook*); Will save (DC 32) resists; Search (DC 33); Disable Device (DC 33).

11. LABORATORY (EL 20 or 22)

The floor, unlike the other rooms in this place, is cold stone. A pair of work benches sits nearby, their tops cluttered with alchemical apparatus. To the north, a row of six laboratory tables are covered

with more equipment. To the east, three guttering magical circles glow on the floor. Two of them seem vacant, but a terrible shape wreathed in smoke lurks in the one farthest from the door.

This is where Yaervilar and his cohorts spent much of their time concocting poisons, building magic items, and consulting with fell creatures from other planes. All the equipment here is not only masterwork but also magically enchanted. Using this equipment grants a +10 circumstance bonus to all Alchemy checks and Craft (poison) checks. In addition, any magic items made with this equipment can be built in 75% of the time normally required. The cost of upkeep on the equipment raises the final price of the raw materials by 25%, unfortunately.

Creatures: If Aaron Kientai fled to this room, he quickly chooses a hiding place to heal and recuperate. If the party enters the room, he quickly and quietly throws a bottle of ink at the occupied magical circle. The ink splashes all over the circle's edge, breaking it and freeing the fiendish will-o-wisp sorcerer trapped inside. The will-o'-wisp sorcerer has been trapped here for months and is starving; it attacks any visible targets (likely the party) with a hungry fury while Aaron prepares to launch a death attack from hiding.

Msshilu, Fiendish Will-o'-wisp Sor12: CR 20; Small Aberration (air); HD 9d8+12d4; hp 75; Init +16; Spd fly 50 ft. (perfect); AC 32 (touch 29, flat-footed 20); Atk +24 melee (2d8/crit 19–20, shock); SA spells, smite good 1/day (+20 damage to a good foe); SQ spell immunity, natural invisibility, cold and fire resistance 20, damage reduction 10/+3, SR 25; AL CE; SV Fort +7, Ref +19, Will +18, Str —, Dex 34, Con 10, Int 16, Wis 19, Cha 20.

Skills: Bluff + 15, Concentration +10, Hide +20, Knowledge (arcana) +11, Listen +14, Move Silently +20, Search +13, Spellcraft +13, Spot +14. *Feats:* Alertness, Blind-Fight, Dodge, Improved Critical (shock), Improved Initiative, Mobility, Spell Penetration, Spring Attack, Weapon Finesse (shock).

Spells Known (6/8/7/7/7/6/3, base DC = 15 + spell level): 0—*arcane mark, dancing lights, detect magic, disrupt undead, flare, mage hand, mending, prestidigitation, ray of frost;* 1st—*animate rope, burning hands, charm person, magic missile, ray of enfeeblement;* 2nd—*blindness/deafness, detect thoughts, fog cloud, knock, spectral hand;* 3rd—*dispel magic, haste, lightning bolt, vampiric touch;* 4th—*bestow curse, enervation, phantasmal killer;* 5th—*contact other plane, dominate person;* 6th—*greater shadow evocation.*

Aaron Kientai: hp 141; see area **3** for statistics.

Tactics: The will-o'-wisp has no time to prepare for the PCs' arrival. It begins combat by casting *haste* on itself and proceeds through its spell repertoire, holding nothing back. If reduced to fewer than 25 hit points, the will-o'-wisp attempts to flee toward area **1**.

Treasure: If the alchemy equipment can be transported out (each table of equipment weighs 750 pounds, and all eight must be transported for the lab to be of use), they can fetch quite a fair price, as the equipment in the room can be used to furnish six complete alchemist's labs. The various reagents in the room can function as any general spell component for any spell in the *Player's Handbook*. Components for spells that require costed spell components are not available in this room.

NEW MAGIC ITEMS

Druid's Satchel: This small leather bag is fitted with a strap, allowing it to be worn over the shoulder. A *druid's satchel* appears large enough to hold about 5 pounds of material. In fact, it is similar to a *bag of holding* and can actually hold 2 cubic feet or 120 pounds of material. Even when filled, the satchel weighs only 5 pounds. When the wearer reaches into it for a specific item, that item is always on top; retrieving an item from a *druid's satchel* is a free action.

If the wearer assumes a different form through the use of a spell like *polymorph self* or an ability like *wild shape,* the satchel changes form to accommodate the new form chosen but is not absorbed into the new form. Its weight and the limit on its contents remains the same.

Caster Level: 5th; *Prerequisites:* Craft Wondrous Item, *Leomund's secret chest, polymorph self* or the ability to *wild shape; Market Price:* 3,000 gp; *Weight:* 5 lb.

Rod of Elemental Mastery: This potent item allows the user to call forth a small army of elementals to serve him. Once per day, the user can use the rod to create an *elemental swarm*. The type of elementals summoned must be decided when the power is activated, and all elementals summoned must be of the same type. While it is carried, the rod grants a +2 luck bonus to the DC to all the saving throws of spells cast by the user against an elemental. The user can use the rod to cast *dominate monster* on any elemental in range once a day. A dominated elemental obeys the commands of whoever holds the rod. Only one elemental can be dominated at a time; if the rod is used to dominate a second elemental, the first elemental is freed from its domination regardless of the result of the second elemental's saving throw to resist the effect. Finally, the user can use the rod to invoke a *protection from elements* spell five times a day.

Caster Level: 17th; *Prerequisites:* Craft Rod, Spell Focus, *dominate monster, elemental swarm, protection from elements; Market Price:* 158,000 gp; *Weight:* 5 lb.

THE SENTINELS AND THE SHOAL

If you wish to continue the storyline presented in this adventure, be sure to check out "The Sentinels and the Shoal" in *Dragon Magazine* #297. A companion article to this adventure, it presents the Sentinels and the Shadow Shoal as two possible epic-level organizations (complete with spells and an epic prestige class) to support a group of epic-level characters. Additionally, it provides statistics for a revived Sentinel Tesseril as a sample epic-level NPC. You can use these statistics in this adventure if the group manages to restore the elven druid to life; she can become a powerful ally in the years to come.

12. AMYRELLA'S QUARTERS

This room is lavishly furnished, neatly ordered, and clean. Various bits of obviously rare artwork hang on the walls or sit on tables and shelves; paintings, sculptures, books, and tapestries are displayed everywhere.

Amyrella enjoys relaxing in the presence of beautiful art, and she imported the contents of this room from around the world. None of it is protected or trapped—she is confident that no one can penetrate this far into the Coral Citadel.

Treasure: There are no less than sixty-four pieces of artwork in this room. Each one is valuable, and each weighs an average of 1 pound. You can determine the value and nature of as many or as few of the works as you wish, but the total value of the collection is an impressive 52,000 gp.

13. AARON'S QUARTERS

This room is obviously well-lived in—it's a mess. Piles of spoiled food lay scattered about, slowly growing mold and tainting the air with a foul stench. The carpet is torn up in places, and the walls and even the ceiling are stained with nameless bits of caked-on filth.

In stark contrast to Amyrella, Aaron lives like a slob. Like Garrison, he prefers to carry all of his valuables on him at all times, so there is nothing of interest in this room, although there are plenty of disgusting places something could be hidden. (Should you wish to add a plot hook for a further adventure, this would be a good place to do so.)

14. TREASURY (EL 20 or 23)

You have entered a large room with rounded corners. The floor, walls, and ceiling seem to be made of polished iron. Directly opposite you, a huge iron sphere bisects the floor and wall. Standing at attention before this sphere are five tall statues of a lanky, rapier-wielding demon.

This room is one of many caches of treasure kept by the Shadow Shoal. Some of the treasure is kept in small vaults along the north and south wall; the secret doors hiding these vaults can be found with a successful Search check (DC 45). Each door is trapped with a *symbol of hopelessness* and locked with an incredibly complex lock (Open Lock check, DC 45). The sphere itself can be entered via an even more cleverly hidden secret door (Search check, DC 55) and an equally magnificent lock (Open Lock check, DC 45). Of course, the party first needs to deal with the guardians of the treasury before they can spend time looting it. The master keys do not open these vaults, and the locks are far beyond the skill of the three cohorts to pick, as much as they might like to get at the prizes inside.

Creatures: The five statues of Lascer are, of course, iron golems. What the party might not notice right away, though, are the two *improved invisible* pit fiends that stand in the northwest and southwest corners of the room. The pit fiends were bound here long ago, and they fight to the death, wading into melee combat only if all five iron golems are slain or the party engages them before dealing with the golems.

If Amyrella fled from area **3**, she chooses to make her last stand in this chamber.

Iron Golems (5): hp 99 each; *Monster Manual* 109.

Pit Fiends (2): hp 123 each; *Monster Manual* 49.

Amyrella Ambermead: hp 178; see area **3** for complete statistics.

Tactics: As the iron golems advance to attack the characters in melee, the pit fiends blast away with *meteor swarms*, followed by *fireballs* and *walls of fire*, damaging the intruders while simultaneously healing the golems.

Amyrella remains in hiding as long as possible, making death attacks with her *+3 returning throwing kukri*. She does not want to fight to the death, and if things turn against her, she tries to escape using her magic items. If cornered, she chooses to swallow all the dark reaver powder she has left rather than be captured alive.

Trap: Each vault is filled with burnt othur fumes. If a vault is opened, the fumes spill out in a 30 foot spread that persists for 3d6 rounds. Yaervilar, being

immune to poison, had little to fear from these traps.

Burnt Othur Fumes Trap: CR 10; burnt other fumes (inhaled poison; Fortitude save, DC 18, to resist; primary damage 1 permanent Con, secondary damage 3d6 Con); Search (DC 35); Disable Device (DC 40).

Treasure: The treasure stashed in the vaults here isn't the only cache of Shadow Shoal treasure in the world, but it is the largest. The treasure is stored in open chests, on shelves, and even in loose piles in the vaults. The exact contents of each vault are detailed here.

Vault A: 170,000 sp.

Vault B: 41,000 gp.

Vault C: 5,100 pp.

Vault D: 43 gemstones worth a total of 21,500 gp.

Vault E: 39 gemstones worth a total of 39,000 gp.

Vault F: 10 breathtaking gemstones, each of which is worth 5,000 gp.

Vault G: 25 various pieces of fine art worth a total of 37,500 gp; each piece weighs an average of 5 pounds.

Vault H: 24 various pieces of jewelry worth a total of 48,000 gp.

Vault I: 5 suits of adamantine full plate armor, 5 suits of mithral breastplate armor, 5 adamantine rapiers, and 5 adamantine longswords.

Vault J: A *potion of cat's grace*, a *potion of levitate*, a *potion of darkvision*, an arcane scroll of *spectral hand*, an arcane scroll (*detect scrying*, *fear*, and *polymorph other*), a +2 *greatsword*, a *javelin of lightning*, a fully charged *wand of cure moderate wounds*, a *rod of the viper*, and a *rod of withering*.

Vault K: This vault contains several powerful magic items kept by Yaervilar to reward his minions or for emergencies. They consist of a *rod of cancellation*, a *rod of flailing*, a *ring of evasion*, a *ring of three wishes*, a *decanter of endless water*, a *gem of brightness*, a *manual of gainful exercise +4*, a *pearl of power* (9th-level spell), and a *talisman of Zagy*.

15. YAERVILAR'S PARLOR

This room is shaped vaguely like an arrowhead, and it is dominated by a similarly shaped shallow pool of crystal clear water. A single iron door is set in the opposite wall.

This was the outer room to Yaervilar's private quarters. These rooms were once accessed via the door to the north, but when Yaervilar was slain a network of contingent magic whisked his chambers away to some vault in another dimension for safe keeping. The door to the north no longer opens; if it is pried from the wall, the characters are met with a wall of

ENCOUNTER LEVEL CHART

Summarized below are the Encounter Levels (ELs) for all encounters in "The Razing of Redshore." Encounters are broken down by the three major locations in the module: the city of Redshore, the Shadar Caves, and the Coral Citadel.

Redshore

Area	Encounter Description	EL
11	Shadow Shoal Snipers, Rog10/Asn5 (3)	18
17	Shadow Shoal Snipers, Rog10/Asn5 (3)	18
*	Urlkathoon	23
**	Shadow Shoal Snipers, Rog10/Asn5 (3)	18
	Garrison Scrimm Clr18/Asn3	+3

Shadar Caves

Area	Encounter Description	EL
1	Ithkarsus, Kraken Clr9	21
	Dire Shark	
2	*Glyphs of Warding* (12)	4
4	Mithral Golem	21
5	The *Shadar Pool*	20

Coral Citadel

Area	Encounter Description	EL
†	Nightswimmers (2)	20
††	Shadow Shoal Snipers, Rog10/Asn5 (4)	19
†††	*Greater Glyph of Warding*	7
†††	*Symbol of Hopelessness*	9
3	Aaron Kientai, Rog11/Asn5	24
	Garrison Scrimm, Clr18/Asn3	
	Amyrella Ambermead, Rog2/Rgr5/Ftr4/Asn11	
7	Glabrezus (4)	20
	Garrison Scrimm	+2
10	*Symbol of Hopelessness*	9
11	Msshilu, Fiendish Will-o'-wisp Sor12	20
	Aaron Kientai	+2
14	Iron Golems (5)	20
	Pit Fiends (2)	
	Amyrella Ambermead	+3
14	Burnt Other Fumes Trap	10

* Event 4

** Event 7

† Crater

†† Walk of the Dead

††† These traps are found in multiple areas.

naked stone. Yaervilar's quarters consisted of several more rooms—perhaps one of them contained some sort of mechanism that even now is working to restore the powerful wizard/assassin to life?

CONCLUSION

With the destruction of the three assassins, the party has effectively destroyed the Shadow Shoal operation in this part of the world. Any surviving Shoal assassins quickly break up and become lone wolves or join other guilds. The menace posed by the three epic assassins has been averted.

The PCs might wish to convert the Coral Citadel to a fortress or base of operations of their own; if they can get the *portal* chamber to work again (DM's discretion), they can gain access to the lower level.

In Redshore, the mysterious attacks cease and the shipping lanes open again. The townsfolk are grateful to the party, but the recent tribulations have left the city unable to reward the PCs financially. Lord Lorchester continues to resist attempts at being *raised*, so Erik Lorchester becomes the new ruler of the town. Heavier taxes are needed to pay for repairs, but the citizens manage to cope. If the party explains that the Shadow Shoal was operating out of Redshore and can provide proof, the townsfolk are even more grateful. In reward, Erik Lorchester grants the party several tracts of land in the nearby wilds and promises to aid them in clearing the land and developing it however they want.

Urlkathoon remains by Tesseril's side. If the party does not return to the Shadar Caves to debrief Urlkathoon within a week of defeating the Shadow Shoal, he invites them to visit by way of an elemental. If the party visits, he tells them that his presence has calmed Tesseril's troubled spirit, and he believes that she can now be brought back to life with a *true resurrection* spell. If the party resurrects Tesseril, she can become a great ally (see "The Sentinels and the Shoal" sidebar for details). Note that the Shadar Pool loses its sentience and the abilities associated with sentient magic items it this happens, but it retains its other powers.

Surviving Shoal assassins continue to plague the PCs for the next several months or even years. If some of the three epic assassins survived, they begin rebuilding the Shoal at once in another part of the world and make the assassination of the characters their primary goal. Even if the Shoal is completely destroyed, though, the characters are far from through with it. Lascer has noticed the destruction of one of his more powerful guild strongholds, and he begins making his way back through the planes and dimensions to the PCs' world. Once he arrives, he wastes no time rebuilding the Shoal and hunting down those responsible. Lascer is a powerful demon prince with tremendous resources at his command even though he is currently exiled from his home realm. He represents an excellent recurring villain to plague the party as they continue to develop their newfound epic skills.

Finally, the party's rediscovery and use of the *Shadar Pool* motivates the gods to lift their age-old ban of epic powers for mortals and remove the restrictions on the *Shadar Pool*. Those who gain access to the *Shadar Pool* and other similar artifacts begin to manifest epic powers, creating heroes and villains the likes of which the world has not seen for many millennia. Ω

I'd like to thank my dad for instilling in me a love of the ocean and the denizens within it, without which this adventure would have been an entirely different beast.

Alas, although I've seen a fair amount of gray whales and blue sharks and even a sea turtle out there, I've yet to see anything really exciting (like an awakened whale druid, a kraken, or a pirate ship).

Nodwick
by Aaron Williams
www.nodwick.com
...AND IF YOU DON'T HELP, THESE VILLAINS WILL USE THE POWER OF THE POOL TO DO ALL MANNER OF EVIL THINGS, SO--
NOW HANG ON A SECOND..
I CAN BUY YOU BEING A TALKING SQUIRREL, ESPECIALLY SINCE I'M NOT ONLY SOBER, BUT MY FRIENDS APPEAR TO BE ABLE TO SEE YOU, TOO. BUT IF YOU THINK I'M GONNA BELIEVE YOU'RE REALLY A DRUIDIC WHALE, I MEAN, COME ON--
FOOSH!
WELL, I'M CONVINCED..
I GUESS THAT EXPLAINS WHY HE SMELLS LIKE A TIDE POOL...

"Letters" continued from page 65

DUNGEON #93 Previews

THE STORM LORD'S KEEP
by James Wyatt
The vengeance of a cloud giant king is a fierce sight to behold. This 21st-level D&D adventure is perfect for introducing the *Epic Level Handbook* in your campaign.

SWAMP STOMP
by Jeff Ward
The lizardfolk are stirring for war, but after decades of peace with the town of Orchard's Hollow, the question is why? It's a question only the PCs can answer. This D&D adventure is suitable for four 4th-level adventurers.

VANITY
by J. Bradley Schell
A man who would be god found out what happened to those who would challenge heaven. Now the PCs have an opportunity to explore the lost temple of a lost soul. This D&D adventure is suitable for four 5th-level characters.

PLUS A NEW ISSUE OF POLYHEDRON!

BETTER WITH AGE

I've been getting *Dungeon Magazine* since the issue before the change to the new edition. I first got the subscription to make my brother jealous. He received *Dragon* and would never let me read it. Though our library carries *Dragon*, it's annoying to make the trip when there's one sitting in your house. Well, the first issue was both a disappointment and a surprise. While I didn't like the fact that it had no binding and fell apart easily, I read it cover to cover. I really enjoyed it, too. But after two more issues I got bored. I prefer to play, so *Dungeon* wasn't too important. I would read one adventure here, start reading another one there, but I think that from that first issue until Issue #91, I read less than half a dozen adventures. Last month's issue still remains unopened, but not for long.

Issue #91's new look is a great improvement. When I first opened it I knew this issue was going to be different. The first page I saw was page 27, which contains mostly Scenario #6 of "Challenge of Champions IV." I started reading the adventure in the middle. The effect of the look is amazing, and Jonathan M. Richards wrote an amazing adventure. Stopping before the solution, I read the adventure from the beginning. I found myself trying to figure out the solutions without reading them. I'm now reading "Bogged Down," and I plan to read the entire issue then go on to my previous issues.

In all this jumble, the message I'm trying to get across is this: In the beginning, I read the magazine. Then I stopped reading it. I didn't read entire issues, not because they weren't interesting, but because I don't DM and don't have a group anyway. The new look might have had something to do with it, but I'm reading it carefully now, and one more thing: Where can I find the first three "Challenge of Champions"?

Sam Dallal
Via Email

The first three "Challenge of Champions" modules can be found in Issues #58, 69, and 80, respectively.

LESS CONTENT? NO WAY!

I just wanted to drop you a line and let you know I liked the new layout of *Dungeon* #91. Using the borders from the core books was really neat. I also like the larger type used throughout the publication. I would like to say that while the font is nice, I would hate to see a decrease in the material presented in each issue due to the larger type. The type is easier to read and well laid out, but more content is what I really appreciate seeing in *Dungeon*. Since the magazine made the transition to the new edition, the value of the content has increased 100% to me. I

must say that with the quality of the content I would buy the publication if the entire thing were printed in black on white paper and stapled in the upper left-hand corner! Keep up the great work!

James Davis
Via Email

Ha! We knew this one was coming, so prepare for a thorough answer. In the new format, we can now fit roughly 100 more words per page. That means longer adventures take less space, so there's more room in each issue. Sometimes, like in this issue, you might see fewer Dungeon *pages, but the amount of content in each issue is the same or higher than in previous issues. In this case, it was a matter of a low ad count, and a long* Spelljammer *section.*

NUMBER WHAT?

I have a few comments about the latest *Dungeon*/*Polyhedron* issue. First, I like the flip-book format, but there are a couple things I would like to see. Could we start numbering *Polyhedron* again? It is much easier to refer to an article in Poly #150 than calling it the *Polyhedron* on the back of Dungeon #91. Also, would it be possible to have the *Polyhedron* cover on the actual cover of the magazine? It looked great on the last issue, but this time we get a year-and-a-half-old ad.

I love the mini-games. I hope to play a game of Buff . . . er . . . *Shadow Chasers* soon, and I can't wait to see Spelljammer.

Finally, let's see more of Jim Mahfood's art. While he might not have an appropriate style for D&D stuff, he should definitely be considered for any future *Shadow Chasers* articles. His stuff reminds me a little of Leif Jones or Steve Prescott.

Bobby Hitt
Via Email

Whether you get a nice-looking back cover on your Polyhedron *depends on where you pick up your magazine. Issues to subscribers go through the U.S. Mail, who doesn't particularly care for magazines with two covers. Folks who subscribe will continue to get an ad "swapped" for their outside* Polyhedron *cover until that changes. Those of you who grab Poly on the newsstand will continue to get two covers, as normal. As you can see from this issue's Poly cover, the numbering continues no matter where you get the issue. We know it's more confusing that the Encounter Level system, but we beg your forgiveness for Uncle Sam. He's had a tough year.*

We adore Jim Mahfood's art and look forward to working with him again next time we've got something that fits his style. In the meantime, get your Mahfood fix by visiting Jim's Web page at **www.40ozcomics.com** *or check out* Peter Parker: The Spectacular Spider Man *#42 and #43, which should be on stands about the time you read this. Adult readers owe it to themselves to track down Jim's wildly entertaining comic* Grll Scouts, *which is available in a trade paperback collection from Oni Press.*

PLASTIC, PLEASE

I have just received the latest issue of *Dungeon* (Issue #91). I am writing to ask you to reinstate the plastic that has protected my magazine from the league of water elementals that run post offices and deliver mail the world over (I am told their head office is in Seattle). Since its inception, this innocuous piece of film has saved me the tedium of drying page after page of a newly received magazine with a hairdryer.

I realize that the addition of the plastic wrap was likely done to ensure extras like CDs and token sheets remain with the magazine during transit. However I ask, for me, and on behalf all your subscribers, to use the plastic wrap as a standard feature.

Andrew
Via Email

Polybags, as they're called in the industry, are expensive, which is a main reason we only use them when we absolutely need to. They also tend to obstruct the cover, which hurts newsstand sales. Oh, and our magazines are mailed out of Illinois, so the elementals must live there.